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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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mwanat@grubhub.com

773-756-1588

By FEDEX

October 31, 2013

Florida Secretary of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: GrubHub Seamless Inc.; Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the following documents for GrubHub Seamless Inc.:

- Application for by Foreign Corporation for Authorization to Transact Business in Florida
- The requested cover letter
- A check for \$78.75
- Certificate of Good Standing issued by Delaware

Please acknowledge receipt of the application by returning a copy to me in the postage-paid envelope provided.

If you have any questions, please let me know.

Regards,

A handwritten signature in black ink that reads "Monica Wanat".

Monica Wanat

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GRUBHUB SEAMLESS INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MONICA WANAT

Name of Person

GRUBHUB

Firm/Company

111 W. WASHINGTON ST., SUITE 2100

Address

CHICAGO, IL 60602

City/State and Zip code

LEGAL@GRUBHUB.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MONICA WANAT at (773) 756-1588

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **GRUBHUB SEAMLESS INC.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **DELAWARE**

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. **05/10/2013**

(Date of incorporation)

5. **PERPETUAL**

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **111 W. WASHINGTON ST., SUITE 2100, CHICAGO, IL 60602**

(Principal office address)

111 W. WASHINGTON ST., SUITE 2100, CHICAGO, IL 60602

(Current mailing address)

8. **ONLINE ADVERTISING FOR FOOD ESTABLISHMENTS**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

C T Corporation System

Office Address:

1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Kristin Bolden
Assistant Secretary

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: JONATHAN ZABUSKY

Address: 1065 AVENUE OF THE AMERICAS, FLOOR 15, NEW YORK, NY 10018

Vice President: SEE ATTACHED

Address: _____

Secretary: MARGO DRUCKER

Address: 1065 AVENUE OF THE AMERICAS, FLOOR 15, NEW YORK, NY 10018

Treasurer: ADAM DEWITT

Address: 111. W. WASHINGTON ST., SUITE 2100, CHICAGO, IL 60602

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. ADAM DEWITT, TREASURER OF GRUBHUB SEAMLESS INC.

(Typed or printed name and capacity of person signing application)

Application by Foreign Corporation for Authorization to Transact Business in Florida

Corporate Name: GrubHub Seamless Inc.

12. Names and business addresses of officers and/or directors:

Directors:

David A. Fisher , 111. W. Washington St., Suite 2100, Chicago, IL 60602

J. William Gurley , 111. W. Washington St., Suite 2100, Chicago, IL 60602

Brian McAndrews, 1065 Avenue of the Americas, Floor 15, New York, NY 10018

Justin Sadrian, 1065 Avenue of the Americas, Floor 15, New York, NY 10018

Benjamin C. Spero, 1065 Avenue of the Americas, Floor 15, New York, NY 10018

Jonathan Zabusky, 1065 Avenue of the Americas, Floor 15, New York, NY 10018

Officers:

CEO: Matthew Maloney, 111. W. Washington St., Suite 2100, Chicago, IL 60602

Chief Operating Officer: Michael Evans, 111. W. Washington St., Suite 2100, Chicago, IL 60602

Chief Information Officer: Sanjay Tiwary, 150 W. Civic Center Drive, Suite 200, Sandy, Utah
84070

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRUBHUB SEAMLESS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2013.

5332928 8300

131239890

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0848179

DATE: 10-28-13