



ACCOUNT NO. : 072100000032

REFERENCE : 696543 111510A

AUTHORIZATION :

COST LIMIT : 9 70

ORDER DATE : October 2, 1995

ORDER TIME : 11:03 AM

ORDER NO. : 696543

CUSTOMER NO: 111510A

CUSTOMER: Ms. Jackie Stevens
Efficient Market Services,
Suite 300
106 Wilmot Road
Deerfield, IL 60015

600001600106
-10/06/95--01000--002
*****70.00 *****70.00

FOREIGN FILINGS

NAME: EFFICIENT MARKET SERVICES,
INC.

XX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 16 PM 1:17

9/10/6

95 OCT 16 PM 1:17

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. efficient market services, inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 36-3764981
(FEI number, if applicable)
4. November 9, 1993
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 106 Wilmet Road, Suite 300
Deerfield, Illinois 60015
(Current mailing address)
8. Provide information services to supermarkets and
consumer product manufacturers
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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OCT - 6 PM 1:17

9. Name and street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street, Suite 105

Tallahassee

Florida, 32301

(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.

CORPORATION SERVICE COMPANY

By: Bruce R. Miller

(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.

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

A. DIRECTORS

Chairman: see attached 'A'

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached 'A'

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. William J. Feid
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)14. William Feid
(Typed or printed name and capacity of person signing application)

Attachment A

efficient market services, inc.

FEIN: 36-3784981

The names and addresses of the officers and directors of the corporation are as follows:

| | | |
|---------------------|--|---|
| Wayne Levy | Chief Operating Officer President Director | 106 Wilmot Road Deerfield, IL 60015 |
| Penny Baron | Executive Vice President Secretary | 106 Wilmot Road Deerfield, IL 60015 |
| William Purcell | Executive Vice President | 106 Wilmot Road Deerfield, IL 60015 |
| Michael Spindler | Executive Vice President Director | 106 Wilmot Road Deerfield, IL 60015 |
| William Feid | Chief Financial Officer Executive Vice President Treasurer | 106 Wilmo: Road Deerfield, IL 60015 |
| Richard P. Magnuson | Director | Menlo Ventures 3000 Sandhill Road Building 4, Suite 100 Menlo Park, CA 94025 |
| Wendell Van Auken | Director | Mayfield Fund 2800 Sandhill Road Suite 250 Menlo Park, CA 94025 |
| Peter Husting | Director | 12 Indian Hill Road Winnetka, IL 60093 |
| Dennis Sisco | Director | Dun & Bradstreet Corp. 200 Nyala Farms Road Westport, CT 06880 |

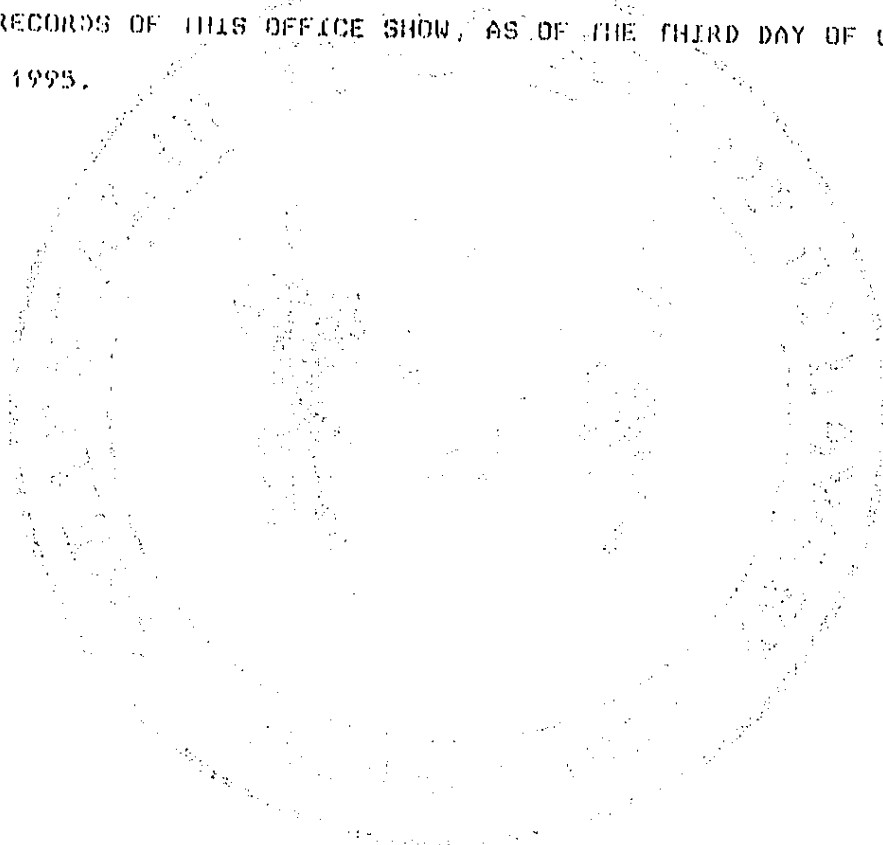
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 1997
9:00 AM

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "EFFICIENT MARKET SERVICES, 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 THIRD DAY OF OCTOBER,
A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -6 PM 1:18



Edward J. Freel

Edward J. Freel, Secretary of State

2350741 8300

750227059

AUTHENTICATION:

7662372

DATE:

10-03-95