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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

700001720547
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*****70.00 *****70.00

US West Interactive Services, Inc.

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☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

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☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. U S WEST Interactive 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. Colorado

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

3. 84-1320963

(FEI number, if applicable)

4. August 22, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.158, F.S.))

7. 7800 East Orchard Road, #480, Englewood, Colorado 80111

(Current mailing address)

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8. Developes and deploys interactive services that inform and entertain across a variety of platforms.

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marcia J. Sunahara

(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice President

(Type Name and Title of Officer)

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 list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Terry K Chaney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terry K. Chaney - Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Directors and Officers
U S WEST Interactive Services, Inc.

01/15/1996

DIRECTORS:

Charles M. Lillis Director
SSN : 511-40-0289
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

John L. O'Farroll Director
SSN : 561-81-9156
Primary : 9000 East Nichols Avenue
Address : Suite 100
Englewood, Colorado 80112

OFFICERS:

John L. O'Farroll President
SSN : 561-81-9156
Primary : 9000 East Nichols Avenue
Address : Suite 100
Englewood, Colorado 80112

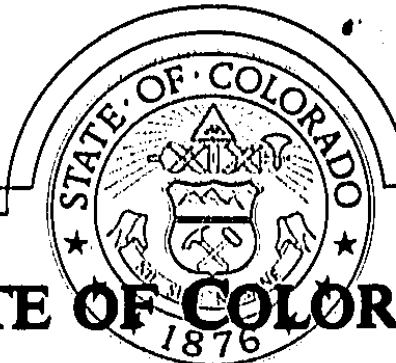
Mark A. Schumacher Vice President & Treasurer
SSN : 481-62-3971
Primary : 9000 East Nichols Avenue
Address : Suite 100
Englewood, Colorado 80112

Mark D. Roellig Secretary
SSN : 362-64-3933
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

Terry K. Chaney Assistant Secretary
SSN : 524-84-0678
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

Glenda M. Hjar Assistant Secretary
SSN : 524-64-1500
Primary : 7800 East Orchard Road
Address : Suite 480
Englewood, Colorado 80111

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

U S WEST INTERACTIVE SERVICES, INC.
(COLORADO CORPORATION)

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file # 951104622 was filed in this office on AUGUST 22, 1995,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: FEBRUARY 09, 1996

Victoria Buckley

SECRETARY OF STATE