

Document Number Only

F96000003793

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
-07/26/96--01037--028  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Cox Interactive Media, Inc.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign            |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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7/26/96

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. Cox Interactive Media, 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. Applied  
(FEI number, if applicable)
4. July 15, 1996  
(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 817.156, (1)(b)))
7. 1400 Lake Hearn Drive, NE, Atlanta, Georgia 30319  
(Current mailing address)
8. To build new brands and audiences on the Internet; operate and expand current online services developed at various media businesses.  
(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

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

JENNIFER F FAULTMAN  
ASSISTANT SECRETARY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: \_\_\_\_\_  
\_\_\_\_\_

**Dir / Off by Company Work  
Address**

**Cox Interactive Media, Inc.**

**7/24/96**

**Title**

**Name**

**Directors**

**David E. Eusterly**

1400 Lake Hearn Drive, NE  
Atlanta GA, 30319  
USA  
.....

**William L. Killen Jr.**

1400 Lake Hearn Drive, NE  
Atlanta GA, 30319  
USA  
.....

**Peter M Winter**

1400 Lake Hearn Drive, NE  
Atlanta GA, 30319  
USA  
.....

**Officers**

**President**

**Peter M Winter**

1400 Lake Hearn Drive, NE  
Atlanta GA, 30319  
USA  
.....

**Vice President**

**Preston B Barnett**

1400 Lake Hearn Drive, NE  
Atlanta GA, 30319  
USA  
.....

**Secretary**

**Andrew A Merdek**

1400 Lake Hearn Drive  
Atlanta GA, 30319  
USA  
.....

**Dir / Off by Company Work  
Address**

**Cox Interactive Media, Inc.**

**7/24/96**

**Title**

**Name**

**Treasurer**

**Richard J Jacobson**

**1400 Lake Hearn Drive, N12  
Atlanta GA, 30319  
USA**


.....

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew A. Mordek, Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COX INTERACTIVE MEDIA, 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-THIRD DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
96 JUL 26 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8036479

DATE:

07-23-96