

197000001757

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12/13/07

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Digital City, Inc.

(Name of Corporation)

**DOCUMENT NUMBER:** F97000001757

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Claudia Quiroga

(Name of Contact Person)

c/o AOL LLC

(Firm/Company)

22000 AOL Way

(Address)

Dulles, VA 20166

(City/State and Zip Code)

For further information concerning this matter, please call:

Claudia Quiroga

(Name of Contact Person)

at ( 703 ) 265-6303

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

Digital City, Inc.  
(Document number of corporation (if known))

1. Digital City, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 04/07/1997  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/31/07

5. MapQuest PA, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Erin S. Tulk  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Erin S. Tulk  
(Typed or printed name of person signing)

Assistant Secretary  
(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DIGITAL CITY, INC.", CHANGING ITS NAME FROM "DIGITAL CITY, INC." TO "MAPQUEST PA, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2007, AT 1:24 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2568506 8100

071174539



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6120642

DATE: 10-31-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:33 PM 10/31/2007  
FILED 01:24 PM 10/31/2007  
SRV 071174539 - 2568506 FILE

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
DIGITAL CITY, INC.

Digital City, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent of the Directors filed with the minutes of the Board, adopted resolutions setting forth a proposed amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that the amendment be considered by the sole stockholder of the Corporation. The resolution setting forth the proposed amendment is as follows:

NOW THEREFORE BE IT RESOLVED, that the Second Amended and Restated Certificate of Incorporation of Digital City, Inc. be amended by deleting Article First in its entirety and replacing with the following (the "Amendment"):

"FIRST: The name of the corporation is MapQuest PA, Inc. (the "Corporation")."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of Digital City, Inc. shall be effective at on October 31, 2007.

IN WITNESS WHEREOF, Digital City, Inc. has caused this certificate to be signed this 30th day of October, 2007.

By: 

Nisha Kumar

President & Treasurer