

F97000001757

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

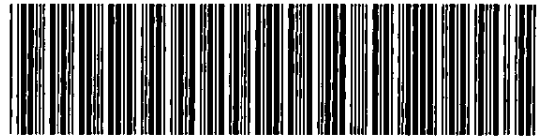
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FILED
2007 DEC 12 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-13-07

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MapQuest PA, Inc.

(Name of Corporation)

DOCUMENT NUMBER: F97000001757

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Claudia Quiroga

(Name of 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 Person)

at (703) 265-6303

(Area Code & Daytime Telephone Number)

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

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

MapQuest PA, Inc.

(Name of Corporation)

F97000001757

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

FILED
2007 DEC 12 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

c/o AOL LLC / 22000 AOL Way

(Mailing Address)

Dulles, VA 20166

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

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)

November 28, 2007

(Date)

Erin S. Tulk

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILING FEE \$35

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