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REFERENCE : 585876 4370089

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 585876-010

CUSTOMER NO: 4370089

CUSTOMER: Ms. Jemima A. Wechsler
Venture Law Group
2800 Sand Hill Road

Menlo Park, CA 94025

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FOREIGN FILINGS

011/3

NAME: BIGBOOK, INC.

000002335710--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX (2) PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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DIVISION OF CORPORATIONS
SAN FRANCISCO
T. LAHASSE

**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. BigBook, 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. California 3. 94-3232553
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/06/95 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 660 Third Street, 2nd Floor San Francisco, CA 94107
(Current mailing address)
8. Internet Yellow Pages - advertising
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
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.

By: Corporation Service Company
[Signature]
(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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See Attached Exhibit A

Address: _____

Vice President: _____

Address: _____

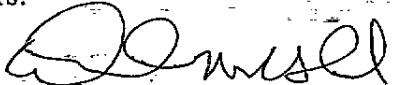
Secretary: _____

Address: _____

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. Woodson M. Hobbs, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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Exhibit A

**BigBook, Inc.
Officers and Directors**

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Officers:

President and Chief Executive Officer:

Woodson M. Hobbs
BigBook, Inc.
660 Third Street, 2nd Floor
San Francisco, CA 94107

Chairman of the Board

Kristof Hagerman
BigBook, Inc.
660 Third Street, 2nd Floor
San Francisco, CA 94107

Assistant Secretary:

James L. Brock
c/o Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Directors:

Stewart Alsop
c/o New Enterprise Associates
2490 Sand Hill Road
Menlo Park, CA 94025

Kristof Hagerman
BigBook, Inc.
660 Third Street, 2nd Floor
San Francisco, CA 94107

Thomas D. Berman
c/o Brinson Partners, Inc.
209 S. LaSalle Street, Suite 114
Chicago, IL 60604-1295

Woodson M. Hobbs
BigBook, Inc.
660 Third Street, 2nd Floor
San Francisco, CA 94107

David Carlick
c/o Poppe Tyson
707 California Street
Mountain View, CA 94041

Mark Perry
c/o New Enterprise Associates
2490 Sand Hill Road
Menlo Park, CA 94025

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 6th day of September, 19 95,

BIGBOOK, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

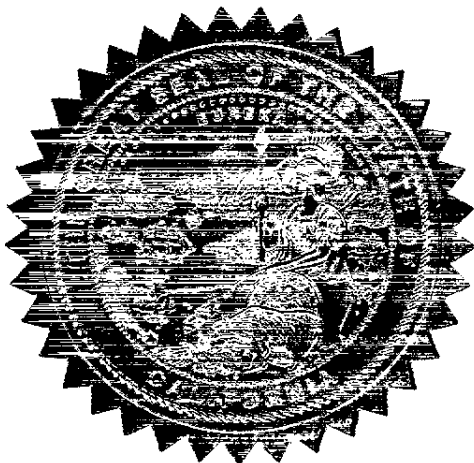
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

October 23, 1997



Bill Jones

Secretary of State

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DIVISION OF CORPORATIONS

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