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CORPORATION(S) NAME

Flycast Communications Corporation

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. FlyCast Communications Corporation
(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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 25, 1999 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. 181 Fremont Street, Suite 120
San Francisco, CA 94105
(Current mailing address)

8. Internet Advertising Company
(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 NO acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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: [Signature] Corporation Service Company
(Registered agent's signature) C. Morales
Special Asst. Secretary

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.

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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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

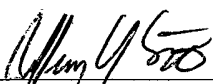
Address: _____

Treasurer: _____

Address: _____

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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. Jeffrey Suto, Secretary
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider

Officers

George Garrick
President and Chief Executive Officer
238 Alameda De Las Pulgas
Atherton, CA 94027

Larry Braitman
Vice President of Business Development
5225 Clearbrook Drive
Concord, CA 94521

Rick Thompson
Vice President of Client Services
841 Kirkcrest Road
Alamo, CA 94507

Frederick Ciaramaglia
Vice President of Engineering
1027 Diamond Street
San Francisco, CA 94114

Lyn Chitow Oakes
Vice President of Marketing
703 El Granada Blvd.
Half Moon Bay, CA 94019

Jeff Lehman
Vice President of Media Sales
181 Fremont Street
Suite 120
San Francisco, CA 94105

Peter T. Nicas
Vice President of VAR Business
109 Paces Run
Atlanta, GA 30339

Ralph Harms
Chief Financial Officer
107 Mojonera Court
Los Gatos, CA 95032

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Jeffrey Suto
Secretary
2775 Sand Hill Road
Menlo Park, CA 94025

Directors

David Cowan -- 65 Gloria Circle, Menlo Park, CA 94025

Ted Dintersmith -- 10 West Hill Place, Boston, MA 02114

George Garrick -- 238 Alameda De Las Pulgas, Atherton, CA 94027

Peter Olson -- 15768 Hidden Hill Place, Los Gatos, CA 95030

Gary Prophitt -- 1700 Chantilly Drive NE, Suite 300, Atlanta, GA 30324

Michael Solomon -- 1 Winding Way, Ross, CA 94957

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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 14th day of February, 19 94,

FLYCAST COMMUNICATIONS CORPORATION

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

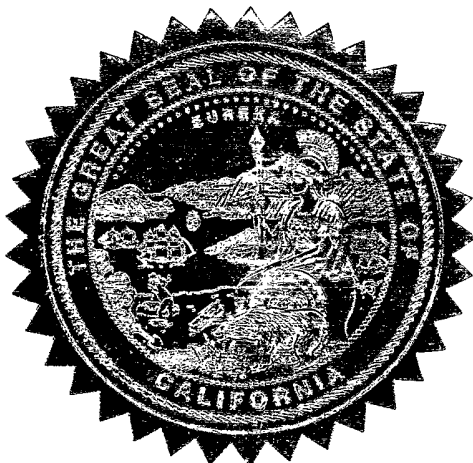
That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

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

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

January 25, 1999.



Bill Jones

Secretary of State