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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Auto-By-Tel Insurance Services, Inc.

- | | | |
|----------------------------------------------|-----------------------------------------------------|----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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Date: March 3, 1999
To: Secretary of State
From: Autobytel.com inc. (formerly Auto-By-Tel Corporation)
Auto-By-Tel Acceptance Corporation
Re: Consent for use of name

To whom it may concern,

Please accept this as consent by Autobytel.com inc. (formerly Auto-By-Tel Corporation) and Auto-By-Tel Acceptance Corporation, (a wholly-owned subsidiary of Autobytel.com inc.) for use of the name Auto-By-Tel Insurance Services, Inc. to facilitate the qualification of such entity in your state.

By:

Craig S. Frost
Secretary
Autobytel.com inc. (formerly Auto-By-Tel Corporation)
Auto-By-Tel Acceptance Corporation

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TALLAHASSEE, FLORIDA

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. Auto-By-Tel Insurance Services, 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. 33-0724053
(FEI number, if applicable)
4. 8/30/96
(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 817.155, F.S.))
7. 18872 MacArthur Blvd., Second Floor
Irvine, CA 92612-1400
(Current mailing address)
8. Internet insurance marketing & referral service
(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: 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.

M. Fitzpatrick
(Registered agent's signature)

M. Fitzpatrick, Asst. Secy.

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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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark W. Lorimer

Address: 18872 MacArthur Blvd., Second Floor, Irvine, CA 92612-1400

Director: Craig S. Frost

Address: Same as above

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

President: Ann M. Delligatta

Address: 18872 MacArthur Blvd., Second Floor, Irvine, CA 92612-1400

Vice President: Hoshi Printer

Address: Same as above

Secretary: Craig S. Frost

Address: Same as above

Treasurer: Hoshi Printer, CFO

Address: Same as above

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

13. Craig S. Frost
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig S. Frost, secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTO-BY-TEL INSURANCE SERVICES, 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 THIRD DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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99 MAR -9 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2658415 8300

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AUTHENTICATION:

9607441

DATE:

03-03-99