

TRANSMITTAL LETTER

F9900000/552

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Cobalt Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

7000002784437--9
-02/23/99--01055--006
*****78.75 *****78.75

Jackie Davidson or Linda Hines

(Name of Person)

7000002784437--9

The Cobalt Group Inc

(Firm/Company)

-03/24/99--01028--001

***1150.00 ***1150.00

2030 First Avenue, Suite 300

(Address)

Seattle, WA 98121

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

W99-453
P.8686

Jackie Davidson or Linda Hines

(Name of Person)

at (206) 269-6363

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 24 AM 5:01

FILED

4/3/24/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 1999

JACKIE DAVIDSON
THE COBALT GROUP, INC.
2030 FIRST AVENUE, SUITE 300
SEATTLE, WA 98121

SUBJECT: THE COBALT GROUP, INC.
Ref. Number: W99000004536

We have received your document for THE COBALT GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3465.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00008295

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 1999

JACKIE DAVIDSON
THE COBALT GROUP, INC.
2030 FIRST AVENUE, SUITE 300
SEATTLE, WA 98121

SUBJECT: THE COBALT GROUP, INC.
Ref. Number: W99000004536

We have received your document for THE COBALT GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00010768

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Getting your share of the Net yet?

March 5, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Cobalt Group, Inc.
Ref Number: W99000004536

In response to your letter dated February 23, 1999, we have enclosed a sworn affidavit to correct information included on our application to transact business in Florida.

If you have any questions, please call me at (206) 336-7213.
Sincerely,

Jackie Davidson
VP of Finance

Enclosure

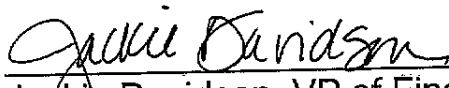
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TALLAHASSEE, FLORIDA



AFFIDAVIT OF CORRECT DATE THE COBALT GROUP, INC. TRANSACTED BUSINESS IN FLORIDA

I, Jackie Davidson, VP of Finance for The Cobalt Group, Inc., hereby swear to the following:

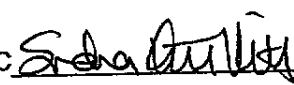
1. The Cobalt Group, Inc.'s Application by Foreign Corporation for Authorization to Transaction Business in Florida was initially submitted with the incorrect date of first transacted business in Florida according to section 607.1501.
2. The correct date of The Cobalt Group, Inc. First transacted business in Florida was on November 9, 1998.



Jackie Davidson, VP of Finance

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBSCRIBED AND SWORN TO before me this 5th day of
March, 1999.

Signature of
Notary Public 

My appointment expires: 7-28-02

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. The Cobalt Group, 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. Washington
(State or country under the law of which it is incorporated)
3. 91-1674947
(FEI number, if applicable)
4. March 17, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 20, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2030 First Avenue, Suite 300
Seattle, WA 98121
(Current mailing address)

8. Web Site Services
(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: CT Corporation System / Kathleen C. Garney

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.

See attached

(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.

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FLA. SECRET. OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

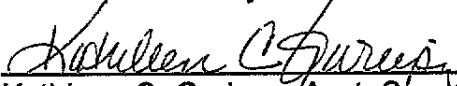
520 Pike Street
Seattle, WA 98101
Tel. 206 622 4511
Fax 206 621 8813

FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT

CT Corporation System having been designated to act as
Registered agent hereby agrees to act in this capacity for the following
Corporation: The Cobalt Group, Inc.

CT Corporation System/


Kathleen C. Gariepy, Asst. Sec.

Date: 2-10-99

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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: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

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. Jackie Davidson

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jackie Davidson

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

List of Board of Directors - The Cobalt Group, Inc.

Chairman

Geoffrey Barker
The Cobalt Group, Inc.
2030 First Avenue, Suite 300
Seattle, WA 98121

Secretary

John Holt
The Cobalt Group, Inc.
2030 First Avenue, Suite 300
Seattle, WA 98121

Director

Mark Koulegeorge
First Analysis Corporation
233 S Wacker Drive, Ste 9500
Chicago, IL 60608

Director

Howard Tullman
JAMtv Corporation
640 N. Lasalle Street, Suite 560
Chicago, IL 60610

Director

Ernie Pomerantz
E. M. Warburg, Pincus & Co., LLC
466 Lexington Avenue
New York, NY 10017-3147

Director

Joseph Landy
E. M. Warburg, Pincus & Co., LLC
466 Lexington Avenue
New York, NY 10017-3147

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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List of Officers - The Cobalt Group, Inc.

Co-CEO	John Holt The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Co-CEO	Geoffrey Barker The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Vice President, Operations /CFO	David Douglass The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Vice President, Finance	Jackie Davidson The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Vice President, Sales	Ken Pfau The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Vice President, Marketing	Diane Wetherington The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121
Vice President, Business Develop	Jeffrey Lissack The Cobalt Group, Inc. 2030 First Avenue, Suite 300 Seattle, WA 98121

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
THE COBALT GROUP, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on March 17, 1995.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: February 19, 1999

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


SMc
Ralph Munro, Secretary of State