

F990000002384

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-05/10/99--01053--010
*****70.00 *****70.00

CORPORATION(S) NAME

Ticketmaster Online-CitySearch, 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"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
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Verifier _____
Acknowledgement _____
W.P. Verifier _____

05/10/99

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 10 AM 10:44

FILED
99 MAY 10 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
A 05/10/99

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. Ticketmaster Online-CitySearch, 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. 95-4546874
(FEI number, if applicable)
4. September 20, 1995
(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. 790 E. Colorado Blvd., Ste. 200

Pasadena, CA 91101

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized to do business under the laws of
(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

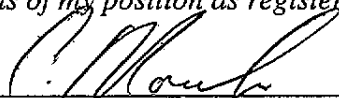
Office Address: 1200 South Pine Island Road

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.


C. Morales
Special Asst. Secretary
(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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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: Please see attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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

14. Bradley O. Ramberg, Secretary
(Typed or printed name and capacity of person signing application)

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**Addendum
to
Application by Foreign Corporation for Authorization to Transact Business in Florida**

12A: DIRECTORS

Chairman: Alan Citron
Ticketmaster Corporation
3701 Wilshire Blvd., 9th Floor
Los Angeles, CA 90010

Directors: Barry Baker
USA Networks, Inc.
152 West 57th Street, 43rd Floor
New York, NY 10019

Terry Barnes
Ticketmaster Corporation
3701 Wilshire Blvd., 9th Floor
Los Angeles, CA 90010

Eugene L. Cobuzzi
Ticketmaster Corporation
3701 Wilshire Blvd., 9th Floor
Los Angeles, CA 90010

Charles R. Conn, III
Ticketmaster Online-CitySearch, Inc.
790 E. Colorado Blvd., Ste. 200
Pasadena, CA 91101

Stuart W. DePina
Ticketmaster Corporation
3701 Wilshire Blvd., 9th Floor
Los Angeles, CA 90010

Barry Diller
USA Networks, Inc.
152 West 57th Street, 43rd Floor
New York, NY 10019

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Joseph Gleberman
Goldman Sachs & Co.
85 Broad Street
New York, NY 10004

William Gross
idealab!
130 W. Union Street
Pasadena, CA 91103

Victor A. Kaufman
USA Networks, Inc.
152 West 57th Street, 43rd Floor
New York, NY 10019

Robert Kavner
20680 Leonard Road
Saratoga, CA 95070

William D. Savoy
Vulcan Northwest, Inc.
110-110th Ave., NE, Ste. 550
Bellevue, WA 98004

Alan Spoon
The Washington Post Company
1150 15th Street, NW
Washington, DC 20071

Thomas Unterman
The Times Mirror Company
Times Mirror Square
Los Angeles, CA 90053

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12B: OFFICERS

Chief Executive Officer: Charles Conn, III
Ticketmaster Online-CitySearch, Inc.
790 E. Colorado Blvd., Ste. 200
Pasadena, CA 91101

Secretary: Bradley O. Ramberg
Ticketmaster Online-CitySearch, Inc.
790 E. Colorado Blvd., Ste. 200
Pasadena, CA 91101

Chief Financial Officer: Bradley O. Ramberg
Ticketmaster Online-CitySearch, Inc.
790 E. Colorado Blvd., Ste. 200
Pasadena, CA 91101

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TICKETMASTER ONLINE-CITYSEARCH, 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 TWENTY-SIXTH DAY OF APRIL, 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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TALLAHASSEE, FLORIDA



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991162805

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9707179

DATE:

04-26-99