

F99000002388



ACCOUNT NO. : 072100000032

REFERENCE : 226148 7179202

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : May 3, 1999

ORDER TIME : 11:23 AM

400002869394-19

ORDER NO. : 226148-050

CUSTOMER NO: 7179202

CUSTOMER: Ms. Sandra Bowen  
Zapme! Corporation  
3000 Executive Parkway  
Suite 150  
San Ramon, CA 94583

RECEIVED

99 MAY 10 PM 12:14

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ZAPME! CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED  
99 MAY 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AS 5/10/99

**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. Zapme! 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. California      3. 91-1836242  
(State or country under the law of which it is incorporated)      (FEI number, if applicable)
4. June 25, 1997      5. Perpetual  
(Date of Incorporation)      (Duration: Year corp. will cease to exist or "perpetual")
6. April 16, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Suite 150, 3000 Executive Parkway  
San Ramon, CA 94583  
(Current mailing address)
8. Install and remotely operate computer labs in various public and private schools To engage in any act or activity for which corporations may be organized.  
(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  
Lori Castaneda  
(Registered agent's signature)  
Lori Castaneda, Assistant Vice President

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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JUN 10 PM 1:57  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**Zapme! Corporation**  
Officers and Directors list

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99 MAY 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Directors**

	<b>Business Address</b>	<b>Residence Address</b>
Frank Vigil	3000 Executive Pkwy, Suite 150 San Ramon, CA 94583	PO Box 16451 Stanford, CA 94583
Lance Mortensen	3000 Executive Pkwy, Suite 150 San Ramon, CA 94583	117 Warwick Ct. Alamo, CA 94507
Michael Arnouse	3000 Executive Pkwy, Suite 150 San Ramon, CA 94583	15 Hickory Drive Old Brookville, NY 11545
Darryl Deaton	3000 Executive Pkwy, Suite 150 San Ramon, CA 94583	172 Serra Ct. Vallejo, CA 94590

**Officers**

	<b>Business Address</b>	<b>Residence Address</b>
Frank Vigil, President	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	PO Box 16451 Stanford, CA 94309
Lance Mortensen, CEO	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	117 Warwick Ct. Alamo, CA 94507
Robert S. Stoffregen, CFO	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	1081 Bollinger Canyon Road Moraga, CA 94556
Bruce D. Bower VP & General Counsel	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	99 Princeton Road Menlo Park, CA 94025
Royce Johnson VP, Vertical Markets	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	13237 Paramount Drive Saratoga, CA 95070
Don Kingsborough Sr. VP, Sales & Marketing	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	1121 Eagles Nest Court Danville, CA 94583
Bruce Murray VP, Satellite Engineering	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	4143 Moller Drive Pleasanton, CA 94566
Robert Rudy VP, Operations	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	14215 NW Whistler Lane Portland, OR 97229
David Lundberg VP, E-Commerce	3000 Executive Parkway, Suite 150 San Ramon, CA 94583	8340 Creekside Drive Dublin, CA 94568

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: \_\_\_\_\_

**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. Frank Vigil, President

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

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99 MAY 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Authorized and Issued Shares**

The aggregate number of shares which the corporation has authority to issue, itemized by class, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Class</u>	<u>Series</u>	<u>Authorized Shares</u>	<u>Par Value/Share</u>
Common		50000000	\$.01
Preferred	A	9097671	\$.01
Preferred	B	660000	\$.01
Preferred	C	600000	\$.01
Preferred	D	6000000	\$.01

The aggregate number of its issued shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Class</u>	<u>Series</u>	<u>Issued Shares</u>	<u>Par Value/Share</u>
Common		14306048	\$.01
Preferred	A	9097671	\$.01
Preferred	B	160000	\$.01
Preferred	C	600000	\$.01
Preferred	D	2479995	\$.01

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
99 MAY 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That on the 25th day of June, 19 97,

#### ZAPMEI 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.

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

May 6, 1999



*Bill Jones*

Secretary of State