

ESC **THE UNITED STATES CORPORATION** COMPANY

E990000004015

ACCOUNT NO. : 072100000032

REFERENCE : 325930 4337627

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : July 30, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 325930-030

CUSTOMER NO: 4337627

CUSTOMER: Ms. Dorothy Nelson
Preston Gates & Ellis
701 Fifth Ave.
5000 Columbia Center
Seattle, WA 98104-7078

600002951286--4

FOREIGN FILINGS

NAME: SIDEWALK.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 AUG -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 AUG -5 AM 11:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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. Sidewalk.com, 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. Nevada 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 2, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Microsoft Corporation
One Microsoft Way, Redmond, WA 98052-6399
(Current mailing address)

8. Internet advertising
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

FILED
99 AUG -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company
By: Karen A. Wehner
(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.

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: _____

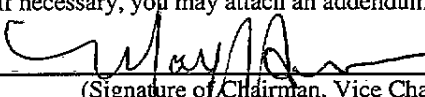
Address: _____

Treasurer: _____

Address: _____

FILED
99 AUG -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Margaret Adams, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment
Officers and Directors of Sidewalk.com, Inc.

Directors:

Gregory B. Maffei
Robert A. Eshelman

*both at One Microsoft Way, Redmond, WA 98052

Officers:

Gregory B. Maffei	President/Treasurer
Robert A. Eshelman	Vice President/Secretary
Margaret Adams	Assistant Secretary
Greg Stanger	Assistant Corporate Secretary

* all at One Microsoft Way, Redmond, WA 98052

K:\00101\00840\XDAN\XDANO206B

FILED
99 AUG -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SIDEWALK.COM, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 2, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
Carson City, Nevada, on July 30, 1999.



Dean Heller
Secretary of State

By

J. Messerman
Certification Clerk

FILED
89 AUG -5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA