

F99000004232



ACCOUNT NO. : 072100000032

REFERENCE : 343886 7118782

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 17, 1999

ORDER TIME : 10:59 AM

ORDER NO. : 343886-005

CUSTOMER NO: 7118782

CUSTOMER: Ms. Rose L. Standifer
Cooley Godward LLP
Building 3, Suite 230
3000 Sand Hill Road
Menlo Park, CA 94025

FILED
DIVISION OF CORPORATIONS
99 AUG 17 PM 1:20

FOREIGN FILINGS

NAME: ATLIP ACQUISITION CORP.

900002962109--2

-08/17/99--01050--014

*****87.50 *****87.50

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christine Lillich

hjk
8/17/99

RECEIVED
22 AUG 17 11:54
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 PM 1:20

1. ATLP Acquisition Corp.
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 15, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 12, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 631 Howard Street, Suite 500
San Francisco, California 94105
(Current mailing address)
8. Internet Website Development Services
(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)

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: Laura R. Dunlap

(Registered agent's signature)

LAURA R. DUNLAP

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: Darin Brannan

Address: 631 Howard Street, Suite 500
San Francisco, California 94105

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Darin Brannan

Address: 631 Howard Street, Suite 500
San Francisco, California 94105

Secretary : Mark P. Tanoury, Cooley Godward LLP

Address: 3000 Sand Hill Road, Building 3, Suite 230
Menlo Park, California 94025

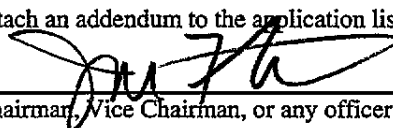
Assistant Secretary: James F. Fulton, Jr., Cooley Godward LLP

Address: 3000 Sand Hill Road, Building 3, Suite 230
Menlo Park, California 94025

Treasurer: Corbin Howes

Address: 631 Howard Street, Suite 500
San Francisco, California 94105

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. James F. Fulton, Jr., Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 PM 1:20

Office of the Secretary of State

FILED STATE
DIVISION OF CORPORATIONS
99 AUG 17 PM 1:20

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATLP ACQUISITION CORP." 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 ELEVENTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATLP ACQUISITION CORP." WAS INCORPORATED ON THE FOURTEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State 9917143

3067826 8300

991334485

AUTHENTICATION: 08-11-99

DATE: