



CENDANT

F99000005535

Legal Department

October 21, 1999

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500003024125--6
-10/25/99--0111--006
*****70.00 *****70.00

Re: **Application by Foreign Corporation for Authorization to Transact Business**
NetMarket Group, Inc.

Dear Sir or Madam:

I have enclosed for filing one original and one duplicate copy of the Application for Authority for the above referenced company together with a Good Standing Certificate and check in the amount of \$70.00.

Please direct all quires and evidence of filing to my attention. Thank you.

Sincerely,

Robin R. Kline

Robin R. Kline
Corporate Paralegal

Encl.

VIA AIRMAIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F99-5535
GA 10/27



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

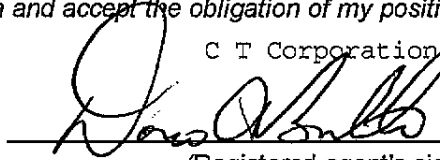
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. NetMarket 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. Delaware 3. 06-1428182
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 13, 1991 5. Perpetual
(Date of incorporation) (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. c/o Legal Dept, 6 Sylvan Way, Parsippany, New Jersey 07054
(Current mailing address)
8. to provide and engage in direct marketing 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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

DOMENIC A. BORRIELLO

Assistant Vice President

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

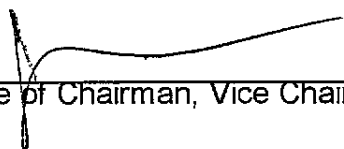
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Treasurer: _____

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. Jeanne M. Murphy, Secretary _____
(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

Netmarket Group Inc.

Thursday, October 21, 1999

DIRECTORS

Michael P. Monaco Director

Primary Address: 707 Summer Street
Stamford, CT 06901
Home Address: 18 Orchard Place
Bronxville, NY 10708

Robert J. Wesley Director

Primary Address: 707 Summer Street
Stamford, CT 06901
Home Address: 275 "C" Park Street
New Cannan, CT 06840

OFFICERS

Michael P. Monaco Chairman

Primary Address: 707 Summer Street
Stamford, CT 06901
Home Address: 18 Orchard Place
Bronxville, NY 10708

Kerry O'Neil President and Chief Operating Officer

Primary Address: 5200 Rings Road
Dublin, OH 43017
Home Address: 5200 Rings Road
Dublin, OH 43017

Jon F. Danski Executive Vice President and Chief Accounting Officer

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 8 Canterbury Court
Mendham, NJ 07945

Lisa Dossenback Senior Vice President and Chief Information Officer

Primary Address: 5200 Rings Road
Dublin, OH 43017
Home Address: 2967 Avalon Road
Upper Arlington, OH 43221

Duncan H. Cocroft Senior Vice President and Treasurer

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 701 Brickell Key Blvd.
Apartment 2011
Miami, FL 33131

Peter G. McGonagle Senior Vice President and Assistant Secretary

Primary Address: 707 Summer Street
Stamford, CT 06901
Home Address: 455 Old Post Road
Fairfield, CT 06430

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Netmarket Group Inc.

Jeanne M. Murphy **Senior Vice President and Secretary**

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 47 North Van Dien Avenue
Ridgewood, NJ 07450

Birgit S. Philipp **Vice President, Tax**

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 162 Surrey Court
Ramsey, NJ 07446

Steven E Schwartz **Vice President and General Counsel**

Primary Address: 595 Summer Street
Stamford, CT 06901
Home Address: 34 Mianus Drive
Bedford, NY 10506

Vincent Ventura **Vice President, Tax**

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 4 Sturbridge Circle
Wayne, NJ 07470

Eric J. Bock **Assistant Secretary**

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019
Home Address: 205 Hudson Street, Apt. 309
Hoboken, NJ 07030

Mark E. Johnson **Assistant Treasurer**

Primary Address: 307 International Circle
Hunt Valley, MD 21030
Home Address: 2 Melmullet Court
Unit 101
Timonium, MD 21039

John M. Peterson **Assistant Treasurer**

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 270 Morris Avenue
Mountain Lakes, NJ 07046

A. Donald Ruston **Assistant Treasurer**

Primary Address: 307 International Circle
Hunt Valley, MD 21030
Home Address: 7 Digney Court
Timonium, MD 21092

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETMARKET GROUP 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 FIFTH DAY OF OCTOBER, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2273467 8300

AUTHENTICATION: 0008600

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DATE: 10-05-99