

Document Number Only

# F99 000005621

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

400003030624--1  
-11/01/99--01081--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Priceline Webhouse Club, Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Pictitious Name
- CUS

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LAURA EARNEST

11/1

11/1/99

# 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. Priceline Webhouse Club, 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. 06-1557312  
(FEI number, if applicable)

4. August 30, 1999  
(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 817.156, F.S.))

7. Four High Ridge Park, Stamford, Connecticut 06905  
  
(Current mailing address)

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8. Internet Retail Sales  
(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  
Charles W Meyer  
(Registered agent's signature) (Officer)  
**CHARLES W. MEYER**  
**ASSISTANT SECRETARY**  
(Type Name and Title of Officer)

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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Jonathan Otto

Address: Four High Ridge Park  
Stamford, Connecticut 06905

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Jonathan Otto

Address: Four High Ridge Park  
Stamford, Connecticut 06905

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Anne Maffei

Address: Four High Ridge Park  
Stamford, Connecticut 06905

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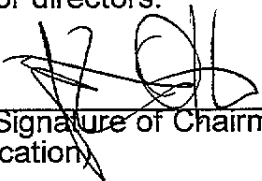
Treasurer: Anne Maffei

Address: Four High Ridge Park

Stamford, Connecticut 06905

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jonathan Otto, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRICELINE WEBHOUSE CLUB, 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-EIGHTH DAY OF OCTOBER, A.D. 1999.

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

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DIVISION OF CORPORATIONS
SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

10-28-99

DATE: