

L04000028443

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

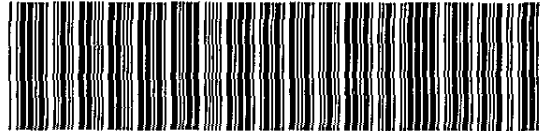
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 348502 7124655
AUTHORIZATION : *Patricia Pizot*
COST LIMIT : \$ 25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 2, 2005
ORDER TIME : 3:42 PM
ORDER NO. : 348502-005
CUSTOMER NO: 7124655
CUSTOMER: Jennifer Mar
Orrick, Herrington &
1020 Marsh Road
Menlo Park, CA 94025

DOMESTIC AMENDMENT FILING

NAME: THEFACEBOOK LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955
EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
thefacebook LLC**

FILED
05 MAY -2 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Mark Zuckerberg, hereby certifies that:

1. He is the duly authorized representative of thefacebook LLC.
2. The Articles of Organization of this limited liability company were originally filed with the Secretary of State of Florida on April 13, 2004.
3. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.
4. The Articles of Organization of this limited liability company shall be amended and restated to read in full as follows:

ARTICLE I NAME

The name of the limited liability company shall be: **thefacebook LLC**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 13621 Deering Bay Dr., Apt. 402, Coral Gables, Florida 33158.

ARTICLE III REGISTERED AGENT & STREET ADDRESS

The name and address of the registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

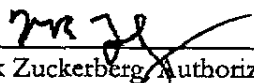
ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the name and address of the sole member of the Limited Liability Company is:

TheFacebook, Inc, 471 Emerson St., Palo Alto, CA 94036



Mark Zuckerberg, Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: **thefacebook LLC**

The name and address of the registered agent and office is. Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Deborah D. Skipper Date: April 27, 2005

Deborah D. Skipper
Asst. V. Pres.

**ACTION BY WRITTEN CONSENT OF THE
SOLE MEMBER AND SOLE MANAGER OF
thefacebook, LLC**

Effective April 27, 2005

The undersigned, being the sole Member and Manager of thefacebook LLC (the "Company"), does hereby undertake the actions set forth below by written consent without a meeting, effective for all purposes as of the date first written above.

1. Ratification of the Chief Executive Officer.

RESOLVED: That Mark Zuckerberg is hereby appointed and is ratified Chief Executive Officer of the Company to serve at the pleasure of the Manager.

RESOLVED FURTHER: That all prior acts by Mark Zuckerberg taken in connection with his duties as an officer of the Company are hereby ratified and approved.

RESOLVED FURTHER: That Mark Zuckerberg is authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company, and to delegate such authority in his discretion.

2. Amendment and Restatement of the Articles of Organization.

WHEREAS: TheFacebook, Inc. acquired all of the outstanding interests of the Company on October 31, 2004.

WHEREAS: The following actions are being taken to reflect such an acquisition of interest by TheFacebook, Inc.

RESOLVED: That the Amended and Restated Articles of Organization of the Company in the form attached hereto as Exhibit A (the "Restated Articles"), is hereby adopted and approved.

RESOLVED FURTHER: That Mark Zuckerberg is authorized and directed to take all steps necessary to file the Restated Articles with the Secretary of State of Florida.

RESOLVED FURTHER: That, notwithstanding approval of the Restated Articles by the Member of the Company, the Manager may, at any time prior to the filing of the Restated Articles with the Secretary of State, abandon the filing of the Restated Articles without further action by the Member of the Company.

3. **Omnibus Resolution.**


RESOLVED: That each of the officers of the Company is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

[Signature Page Follows]

This action by Unanimous Written Consent of the sole Member and Manager of thefacebook LLC is effective as of the date first set forth above.

**SOLE MEMBER AND SOLE
MANAGER**

THEFACEBOOK, INC.



Mark Zuckerberg
Chief Executive Officer

EXHIBIT A

Restated Articles