

 emstay.com

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April 16, 2001 00789-00523-00644-00671

W01-9222

Florida Depto. of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL , 32314

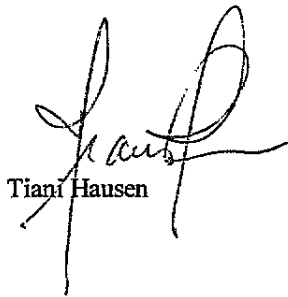
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MJH 300004033299--2
-04/19/01--01091--012
****160.00 ****160.00

Dear Sirs

Please find enclosed application by Mainstay Portals LLC, Delaware LLC requesting authorization to do business in Florida. Also included the certificate of existence and the check for \$160.00.

Thank you


Tiani Hausen

FILED
01 MAY -3 PM 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2001

TIANI HAUSEN
EMSTAY.COM
240 CRANDON BLVD. SUITE 281
KEY BISCAYNE, FL 33149

SUBJECT: MAINSTAY PORTALS LLC
Ref. Number: W01000009222

We have received your document for MAINSTAY PORTALS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 701A00024252

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MAINSTAY PORTALS, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. EIN 06-1584877
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/8/2000 5. perpetual
(Date of Organization) (Duration Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 240 CRANDON BLVD, KEY BISCAYNE, FL, 33149
SUITE 281
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

TIANI HAUSEN - SAME ADDRESS ABOVE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

FILED
01 MAY - 3 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Nature of business or purposes to be conducted or promoted in Florida: INVESTMENTS
ON INTERNET COMPANIES - INCUBATOR

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

TIANI HAUSEN
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MAINSTAY PORTALS, LLC

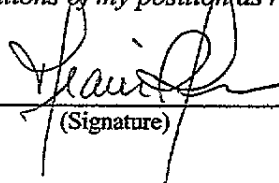
2. The name and the Florida street address of the registered agent and office are:

TIANI HAUSEN
(Name)

240 CRANDON BLVD - SUITE 281
Florida street address (P.O. Box NOT ACCEPTABLE)

KEY BISCAYNE FL 33149
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability 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 as provided for in Chapter 608, F.S..


(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAINSTAY PORTALS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3237175 8300

AUTHENTICATION: 1053298

010155199

DATE: 03-29-01