



MD100000002842

ACCOUNT NO. : 072100000032

REFERENCE : 455789 5123330

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 130.00

ORDER DATE : December 19, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 455789-030

CUSTOMER NO: 5123330

CUSTOMER: Ms. Vicki R. Diamond
Cox Enterprises, Inc
1400 Lake Hearn Drive

Atlanta, GA 30319

RECEIVED
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CIMCITIES LLC

8000004734438--8

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER:

JP 12/20/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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. CIMCities LLC
(Name of foreign limited liability company)

2. Delaware 3. 58-2483502
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 07/27/1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 01, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1400 Lake Hearn Drive
Atlanta, Georgia 30319
(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:

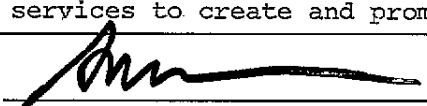
Cox Interactive Media, Inc., 530 Means Street, Suite 1, Atlanta, Georgia 30318

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TALLAHASSEE, FLORIDA

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AND
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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.)

11. Nature of business or purposes to be conducted or promoted in Florida: To acquire, obtain, maintain, develop, operate, own, construct, lease, license or sublicense, invest in, sell or dispose of any and all such facilities, equipment, and services to create and promote a network of local city sites on the Internet.


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.)

Andrew A. Merdek, Secretary of Cox Interactive Media, Inc., Manager
Typed or printed name of signer

**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:

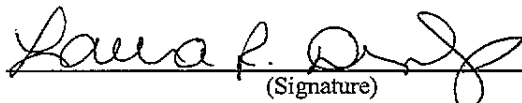
CIMCities LLC

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

<u>Corporation Service Company</u>		
(Name)		
<u>1201 Hays Street</u>		
Florida street address (P.O. Box NOT ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
(City/State/Zip)		

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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)

Laura R. Dunlap
as its agent

\$ 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

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIMCITIES 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 NINETEENTH DAY OF DECEMBER, A.D. 2001. --

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE. --

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1516273

DATE: 12-19-01

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