



THE UNITED STATES
CORPORATION
COMPANY

M98000000614

ACCOUNT NO. : 072100000032

REFERENCE : 837623 4726922

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizant

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 11 PM 3:00

ORDER DATE : May 29, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 837623-010

CUSTOMER NO: 4726922

CUSTOMER: Ms. Tamara Steinke
Microsoft Corp Law & Corp
1 Microsoft Way Bldg 8
Po Box 97017
Redmond, WA 980520000

700002557227--5

FOREIGN FILINGS

NAME: MICROSOFT HOMEADVISER, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

5
gpc 7/1/98
RECEIVED
98 JUN 11 PM 1:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TELLMANT

See attached

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

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

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 11 9 33:00

1. Microsoft HomeAdvisor, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Nevada

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 91-1898827

(FEI number, if applicable)

4. April 9, 1998

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will
cease to exist or "perpetual")

6. June 15, 1998

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

7. One Microsoft Way

Redmond, WA 98052-6399

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Laura Rippy

President & Manager

One Microsoft Way

Redmond, WA 98052-6399

Larry Cohen

Vice President & Manager

One Microsoft Way

Redmond, WA 98052-6399


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 PM 3:00

The undersigned member or authorized representative of a member of _____

Microsoft HomeAdvisor, LLC , _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100,000 . This total includes amounts from 2 and 3 above.



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

Filing Fee: \$ 52.50 for Affidavit

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 PM 3:00

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES
THE UNDERSIGNED LIMITED LIABILITY 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.

1. The name of the limited liability company is: _____

Microsoft HomeAdvisor, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(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.

BY: Patricia Pizute

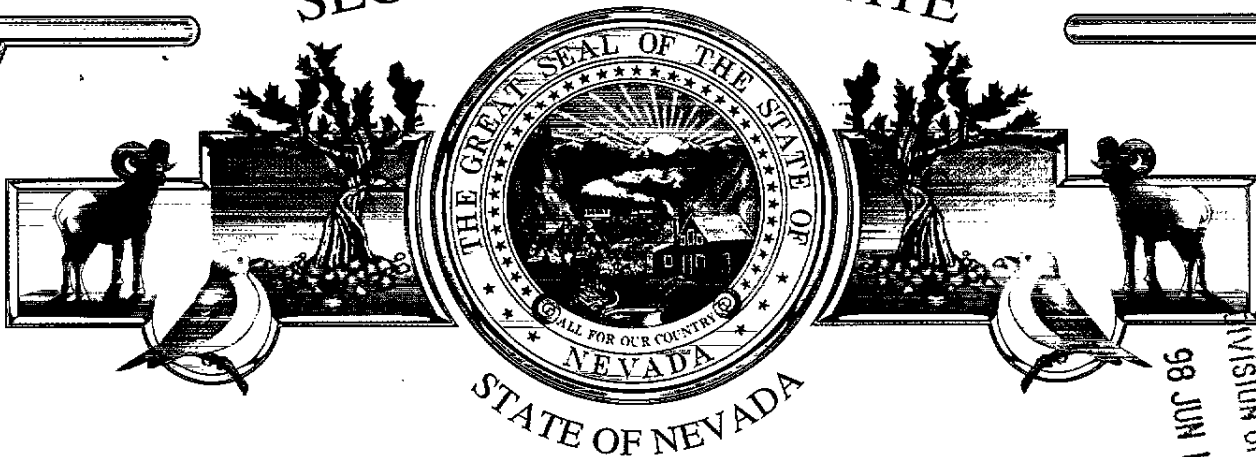
(Signature)

6-4-98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 PM 3:00

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MICROSOFT HOMEADVISOR, LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 9, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 8, 1998.



Dean Heller

Secretary of State

By

Eric D. Smith

Certification Clerk