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MYRA S. MITZMAN
Attorney at Law

3824 Grand Avenue
Oakland, California 94610

W99-25080

Telephone: (510) 835-2700
Facsimile: (510) 835-8034

October 27, 1999

VIA UPS NEXT DAY AIR

Florida Secretary of State
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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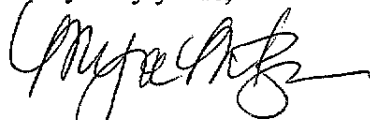
Re: Qualification of SmartMail, LLC

Dear Sir or Madam:

I represent SmartMail, LLC, a Delaware limited liability company. I am enclosing, in duplicate, an Application by foreign Limited Liability Company for Authorization to Transact Business in Florida, with a completed and signed Affidavit of Membership and Contributions of Foreign Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office attached. I am also enclosing (1) a good standing certificate issued by the Secretary of State of Delaware on October 26, 1999, (2) a consent letter executed on behalf of SmartMail of Tampa, LLC (a Nevada limited liability company which is qualified in Florida and is an affiliate of SmartMail, LLC) consenting to the use of the name "SmartMail, LLC", and (3) a check in the sum of \$337.50 representing the \$250.00 filing fee for the application and affidavit, the \$35.00 fee for the Designation of Registered Agent, and the \$52.50 fee for a certified copy.

Please file the enclosed Application as quickly as possible and provide me with a certified copy of the filing. Should you have any questions, please feel free to call me. Thank you for your attention to this matter.

Very truly yours,



Myra S. Mitzman

cc: James Martell (w/o enc.)
Randy Holleschau (w/o enc.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 10 PM 2:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 1999

MYRA S. MITZMAN
3824 GRAND AVENUE
OAKLAND, CA 94610

SUBJECT: SMARTMAIL, LLC
Ref. Number: W99000025080

We have received your document for SMARTMAIL, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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 fees due this office.)

We are enclosing the proper form(s) with instructions for your convenience.

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: 599A00052218

September 16, 1999

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

SmartMail of Tampa, LLC, a Nevada limited liability company authorized to do business in the State of Florida, hereby consents to the use of the name "SmartMail, LLC" by SmartMail, LLC, a Delaware limited liability company.

Very truly yours,

SMARTMAIL OF TAMPA, LLC, a
Nevada limited liability company

By: SmartMail, LLC, a Delaware
limited liability company, Managing
Member

By: 
James Martell

Title: Chief Executive Officer

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

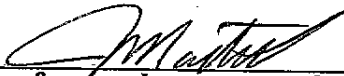
*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SmartMail, 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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. January 22, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 3, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5101 Tampa West Blvd., Suite 300
Tampa, FL 33634
(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:
<u>Christopher Gaffney</u> c/o Great Hill Partners, LLC One Liberty Square Boston, MA 02109	<u>Director</u>	<u>Randall E. Holleschau</u> 4714 Ocean Blvd. Destin, FL 32541	<u>Director</u>
<u>Matthew Vettel</u> c/o Great Hill Partners, LLC One Liberty Square Boston, MA 02109	<u>Director</u>	<u>Lester A. Smith</u> 1550 Huntington Trail Atlanta, GA 30350	<u>Director</u>
<u>James Martell</u> c/o Great Hill Partners, LLC One Liberty Square Boston, MA 02109	<u>Director</u>		

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)


Signature of a member or an 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.)

James Martell, Chief Executive Officer

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTMAIL, 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-SIXTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMARTMAIL, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997.

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



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0044609

DATE: 10-26-99

**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:

SmartMail, LLC

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

Randall E. Holleschau

(Name)

4714 Ocean Blvd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Destin,

FL

32541

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.

Randall E. Holleschau
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent