

UCCS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

**F01000002177**

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS  
DATE: 4-24-01 **MJH**  
REF. #: 0276  
CORP. NAME: Edmunds.com, Inc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 24 PM 1:48

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STATE FEES PREPAID WITH CHECK# 015022 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

PLAIN STAMPED COPY  
600004064226--0  
-04/24/01--01072--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 APR 24 PM 12:08  
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TO AGENCY OF  
SUFFICIENCY OF FILING

Examiner's Initials \_\_\_\_\_

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EDMUNDS.COM, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kim Bernstein, Legal Assistant

(Name of Person)

Sidley & Austin

(Firm/Company)

555 W. Fifth Street, 40th Floor

(Address)

Los Angeles, CA 90013

(City/State and Zip code)

For further information concerning this matter, please call:

Kim Bernstein, Legal Assistant

(Name of Person)

at (213) 896-6769

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee       \$78.75 Filing Fee & Certificate of Status       \$78.75 Filing Fee & Certified Copy       \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. EDMUNDS.COM, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK

(State or country under the law of which it is incorporated)

3. 13-2587380

(FEI number, if applicable)

4. JUNE 27, 1966

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1, 2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

(Principal office address)

2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

(Current mailing address)

8. DATA COLLECTION AND DISSEMINATION

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(Zip code)

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TALLAHASSEE, FLORIDA

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10. **Registered agent's acceptance:**

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

NRAI Services, Inc.

C. Baclet

(Registered agent's signature)

C. Baclet, Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PETER STEINLAUF

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice Chairman: ELIZABETH STEINLAUF

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

SEE ATTACHED ADDENDUM I FOR OTHER OFFICERS

President: JEREMY ANWYL

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice President: KENNETH LEVIN (EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL)

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Secretary: ELIZABETH STEINLAUF

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Treasurer: CHARLES FARRELL (CHIEF FINANCIAL OFFICER AND ASSISTANT SECRETARY)

Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kenneth Levin, Executive Vice President and General Counsel  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KENNETH LEVIN, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
(Typed or printed name and capacity of person signing application)

**ADDENDUM I**  
to  
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
of  
**EDMUNDS.COM, INC.**

Continuation of Item Number 12 – Names and business addresses of officers and/or directors:

**B. OFFICERS**

Chairman of the Board  
and Chief Executive Officer: PETER STEINLAUF  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MÓNICA, CALIFORNIA 90404

Chief Operating Officer: ROBERT THOMAS  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

President, Edmunds  
Data Services: MICHAEL DARROW  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Chief Information Officer: DAVID HAUPT  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice President, Sales: DAVID PORTENER  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice President, Strategic  
Partners and Alliances and  
Assistant Secretary: AVI STEINLAUF  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice President,  
Business Development: SETH BERKOWITZ  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

Vice President, Product  
Development and Marketing: ROBERT KURILKO  
Address: 2401 COLORADO BOULEVARD, SUITE 250, SANTA MONICA, CALIFORNIA 90404

**State of New York } ss:  
Department of State**

*I hereby certify, that the Certificate of Incorporation of EDMUNDS.COM, INC. was filed on 06/27/1966, under the name of EDMUND PUBLICATIONS CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

*A Certificate of Amendment EDMUND PUBLICATIONS CORP., changing its name to EDMUNDS.COM, INC., was filed 05/26/1999.*

*The Biennial Statement is past due.*



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 29th day of March  
two thousand and one.*

A handwritten signature in cursive script, appearing to read "J. Leub", written in black ink.

*Special Deputy Secretary of State*