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Florida Department of State
Division of Corporations
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Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

QUINSTREET MEDIA, INC.

Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA H04000194558 3**

*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. QuinStreet Media, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada

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

3. 03-0606933

(FEI number, if applicable)

4. 7/22/2004

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(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. 5345 Kietzke Lane, Suite 100, Reno, NV 89511

(Principal office address)

5345 Kietzke Lane, Suite 100, Reno, NV 89511

(Current mailing address)

8. Any lawful business

(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)

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.

By: Paul J. Hagan

(Registered agent's signature)

Paul J. Hagan, Assistant Secretary

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:

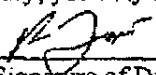
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A. DIRECTORS

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Chairmen: Douglas Jay ValentiAddress: 5345 Kietzke Lane, Suite 100
Reno, NV 89511Vice Chairman: NoneAddress: NoneDirector: Bronwyn SylekAddress: 5345 Kietzke Lane, Suite 100
Reno, NV 89511Director: Jeff StephensAddress: 5345 Kietzke Lane, Suite 100
Reno, NV 89511**B. OFFICERS**President: Douglas Jay ValentiAddress: 5345 Kietzke Lane, Suite 100
Reno, NV 89511Vice President: Bronwyn SylekAddress: 5345 Kietzke Lane, Suite 100
Reno, NV 89511Secretary: Robert M. LopicAddress: 5345 Kietzke Lane, Suite 100, Reno, NV 89511Treasurer: Jeff StephensAddress: 5345 Kietzke Lane, Suite 100, Reno, NV 89511

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

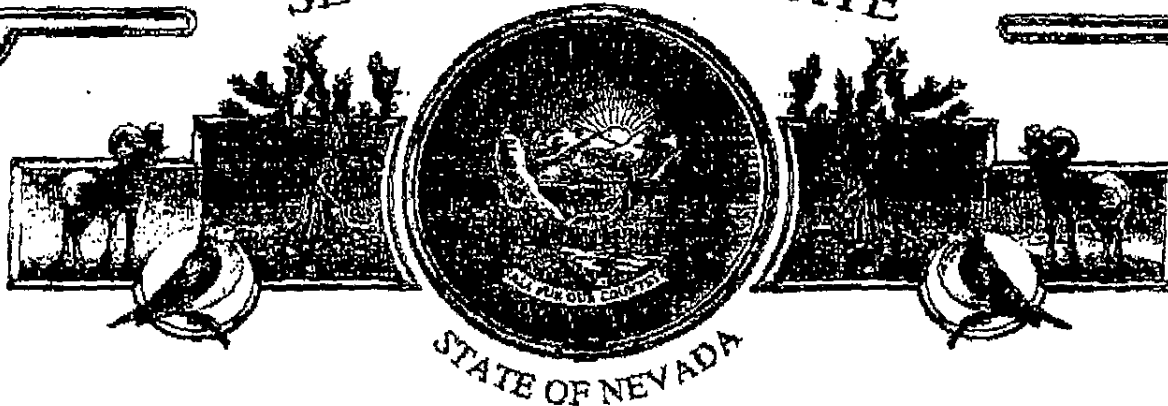
13.  9-24-04
(Signature of Director or Officer listed in number 12 of the application)14. Robert M. Lopic, Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

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**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

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, non-profit corporations, corporation sales, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts 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, **QUINSTREET MEDIA, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 22, 2004, 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 September 27, 2004.



DEAN HELLER
Secretary of State

By

Certification Clerk

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