

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

2007 JUL 13 PM 3: 10

SECRETARY OF STATE

STATE OF IDAHO (Instructions on back of application) 1. The name of the limited liability company is: SeamlessWeb Professional Solutions, LLC 2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: SeamlessWeb Professional Solutions, LLC 3. The jurisdiction under whose laws the limited liability company is organized is: Delaware and the date of its formation was: 12/07/1999 4. The name and address of the registered agent in Idaho is: CT Corporation System 300 North 6th Street, Boise, Idaho 83702 5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: 1209 Orange Street, Wilmington, DELAW 19801 6. The address of the limited liability company's principal office, if other than the address in #5 above, is: 232 Madison Avenue, New York, NY 10016 7. The address to which correspondence should be addressed is: 1101 Market Street, Philadelphia, PA 19107 8. Signature of a manager, if any, or a member if there are no managers. Signature Secretary of State use only Typed Name John G. Wixted Manager [] Member [0]

Corporation

D035 - 12/13/02 C T Fitting Manager Online

IDAHO SECRETARY OF STATE 180.00 = 100.00 REGFORGLLC # 2 20.00 = 20.00 EXPEDITE C # 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEAMLESSWEB PROFESSIONAL SOLUTIONS, 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 NINTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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Daniel Smile Hinden

AUTHENTICATION: 5824718

DATE: 07-09-07