



# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

121033669

## CERTIFICATE OF INCORPORATION

9916566  
MEANITH HUON  
PO BOX 441  
CHICAGO

09-14-2012

IL 60690, INC.

ATTN: MEANITH HOUN

DESCRIPTION	AMOUNT
GAWKER MEDIA LLC 3532534 4100 Plain Copy	
Plain Copy Fee	12.00
Expedite Fee, 24 Hour	20.00
<b>FILING TOTAL</b>	<b>32.00</b>
<b>TOTAL PAYMENTS</b>	<b>32.00</b>
<b>SERVICE REQUEST BALANCE</b>	<b>.00</b>

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

### ARTICLE III

#### Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

### ARTICLE IV

#### Capital Stock

The total number of shares of all classes of stock that the Corporation has authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$0.01 per share.

### ARTICLE V

#### Directors

To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally

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**CERTIFICATE OF INCORPORATION****OF****BLOGWIRE, INC.****ARTICLE I****Name**

The name of the corporation is Blogwire, Inc. (the "Corporation").

**ARTICLE II****Registered Office and Registered Agent**

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

**ARTICLE III****Corporate Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

**ARTICLE IV****Capital Stock**

The total number of shares of all classes of stock that the Corporation has authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$.01 per share.

**ARTICLE V****Directors**

To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally

liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**ARTICLE VI**

Bylaws

The directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

**ARTICLE VII**

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

**ARTICLE VIII**

Incorporator

The name and mailing address of the sole incorporator is as follows:

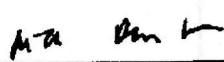
Name

Address

Nicholas Denton

301 Elizabeth Street, Apt. 2U  
New York, New York 10012

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3<sup>rd</sup> day of June, 2002.

  
\_\_\_\_\_  
Nicholas Denton

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Conversion from a  
Delaware or Non-Delaware Corporation to  
a Delaware Limited Liability Company**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Corporation to a Delaware Limited Liability Company. The fee to file the Certificate of Conversion is \$200.00. Also, enclosed please find a form for a Certificate of Formation that is required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Certificate of Formation is \$90.00. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$100.00. (\$50.00 for the Conversion and \$50.00 for the Formation) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

Rev 09/05

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is\_\_\_\_\_.
  
- 2.) The jurisdiction immediately prior to filing this Certificate is\_\_\_\_\_.
  
- 3.) The date the corporation first formed is\_\_\_\_\_.
  
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
\_\_\_\_\_.
  
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is \_\_\_\_\_.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
\_\_\_\_\_ day of \_\_\_\_\_, A.D.\_\_\_\_\_.

By:\_\_\_\_\_

Authorized Person

Name:\_\_\_\_\_

Print or Type

**STATE of DELAWARE**  
**LIMITED LIABILITY COMPANY**  
**CERTIFICATE of FORMATION**

• **First:** The name of the limited liability company is \_\_\_\_\_  
\_\_\_\_\_

• **Second:** The address of its registered office in the State of Delaware is  
\_\_\_\_\_ in the City of \_\_\_\_\_  
Zip Code \_\_\_\_\_.

The name of its Registered agent at such address is \_\_\_\_\_  
\_\_\_\_\_.

• **Third:** (Insert any other matters the members determine to include herein.)

**In Witness Whereof**, the undersigned have executed this Certificate of Formation this  
\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

By: \_\_\_\_\_  
Authorized Person(s)

Name: \_\_\_\_\_  
Typed or Printed

F040823000 275

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
41 State Street  
Albany, NY 12231  
www.dos.state.ny

**APPLICATION FOR AUTHORITY  
OF**

**Gawker Media LLC**

*(Insert name of Foreign Limited Liability Company)*

Under Section 802 of the Limited Liability Company Law

**FIRST:** The name of the limited liability company is: Gawker Media LLC

If the name does not contain a required word or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following word or abbreviation is added to the name for use in this state:

(Do not complete this section unless the limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the limited liability company will do business in New York is:

**SECOND:** The jurisdiction of organization of the limited liability company is: Delaware

The date of its organization is: April 8, 2004

**THIRD:** The county within this state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: New York

(A county in New York State must be stated. Please note that the limited liability company is not required to have an actual physical office in this state.)

**FOURTH:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

Gawker Media LLC

76 Crosby Street  
New York, NY 10012

**FIFTH: (Complete the statement that applies)**

The address of the office required to be maintained in the jurisdiction of its formation is: \_\_\_\_\_

The Corporation Trust Company

1209 Orange Street, Wilmington, DE 19801

No office is required to be maintained in the jurisdiction of its formation. The address of the principal office of the limited liability company is: \_\_\_\_\_

**SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.**

**SEVENTH: The name and address of the Secretary of State or other authorized official in its jurisdiction of organization where a copy of its articles of organization is filed is: \_\_\_\_\_**

Office of the Secretary of State

401 Federal St., Suite 3

Dover, DE 19901

X Nicholas Denton

(Signature)

Nicholas Denton

(Type or print name)

Manager

(Title or capacity of signer)

**Please Note:** A certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments thereto, or if no articles of organization have been filed, a certified copy of the certificate filed as its organizational base and all amendments thereto, must be attached to the application for authority when submitted for filing. If such certificate or certified copy is in a foreign language, a translation in English thereto under oath of the translator shall be attached.

2

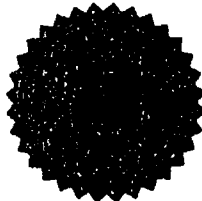


# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GAWKER MEDIA 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 FOURTH DAY OF MAY, A.D. 2004.



3

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3091020

DATE: 05-04-04

3532534 8300

040323402

F040823000 275

APPLICATION FOR AUTHORITY OF

Gauker Media LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

Filed by: Hunter N. Norton, c/o Withers Bergman LLP (Name)

157 Church Street P.O. Box 426 (Mailing address)

New Haven, CT 06502-0426

(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$250 filing fee made payable to the Department of State.

(For office use only)

STATE OF NEW YORK DEPARTMENT OF STATE FILED

AUG 23 2004

TAX \$ BY:

del

4

280

	FILING PERIOD	FEE
3093449	08/2006	\$9.00

**Biennial Statement**

Section 301 of the Limited Liability Company Law requires limited liability companies to update and provide a current service of process address to the Department of State every two years. Please sign, review and complete this form as necessary, and then return the statement with the required fee. The following is the service of process address currently on file with the Department of State:

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 18 2006  
*al*

GAWKER MEDIA LLC  
76 CROSBY STREET  
NEW YORK, NY 10012

*M* 06081800  
*2269*

For: **GAWKER MEDIA LLC**

Service of Process Address is the address to which the Secretary of State will forward any legal papers accepted on behalf of the limited liability company which commence a legal action against the company.

**THE ADDRESS CURRENTLY ON FILE IS CORRECT.**

Only complete this box if the address presently set forth in the Department's records for the purpose is to be changed.

SERVICE OF PROCESS ADDRESS SHOULD BE CHANGED TO	

GABRIELLE DARBYSHIRE

PRINT OR TYPE NAME OF SIGNER

MEMBER, AUTHORIZED SIGNATORY

PRINT OR TYPE THE TITLE  
OR CAPACITY OF SIGNER

*Gabrielle Darbyshire*

SIGNATURE OF MEMBER, MANAGER,  
AUTHORIZED PERSON OR ATTORNEY-IN-FACT

*2269*

IMPORTANT NOTICE

06081800

A New York Limited Liability Company which is no longer conducting business must file a Certificate of Dissolution pursuant to section 705 of the Limited Liability Company Law, and a foreign Limited Liability Company no longer conducting business in New York State should file a Surrender of Authority pursuant to section 806 of the Limited Liability Company Law or a Termination of Existence pursuant to section 807 of the Limited Liability Company Law. Questions regarding the filing of these certificates should be directed to the NYS Department of State, Division of Corporations, 41 State Street, Albany, NY 12231-0001 or by calling 518-473-2492.

Filing Period - the filing period is the calendar month during which the original Articles of Organization or Application for Authority was filed or the effective date that limited liability company existence began, if stated in the Articles of Organization.

Filing Fee: The statutory filing fee is \$9.00. Checks and money orders must be made payable to the "Department of State". DO NOT mail cash.

Return this entire form, completed, with your \$9.00 fee, in the self-mailer envelope, to the Department of State, Division of Corporations, 41 State Street, Albany, NY 12231-0002.

Failure to timely file this statement will be reflected in the Department's records as past due or delinquent.

# Limited Liability Company Biennial Statement

For Internal Use Only

3093449


AR08080500 2195

Business Name:

GAWKER MEDIA LLC

3093449

GAWKER MEDIA LLC  
76 CROSBY STREET  
NEW YORK, NY 10012

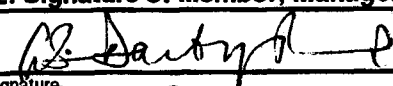
Filed By: _____ 	
Cash # (if different than firm #): _____	
Required Fee:	\$9.00
Filing Period:	08/2008
(Make checks payable to the Department of State)	

The Limited Liability Company Law requires limited liability companies to provide a current address for service of process to the Department of State every two years in the calendar month in which the limited liability company was formed or authorized. Please review the address for service of process in Part 1. Update the information in the space provided, if necessary. If no changes are necessary, proceed to Part 2. A limited liability company which fails to timely file its Biennial Statement shall be shown to be past due on the Department of State's records.

### Part 1: Address for Service of Process (Address must be within the United States)

GAWKER MEDIA LLC 76 CROSBY STREET NEW YORK, NY 10012	Name		
	Address		
	City	State	Zip

### Part 2: Signature of Member, Manager, Attorney-in-Fact or Authorized Person

 Signature	<u>GABRIELLE DARBYSHAIRE</u> Name of Signer (Please Print)
<u>MEMBER</u> Title of Signer (Please Print)	

Send the completed form, together with the \$9.00 filing fee made payable to the Department of State, in the self-mailer envelope, to the Department of State, Division of Corporations, 41 State Street, Albany, NY 12231-0002.

To pay with a credit card, send a Credit Card Authorization Form to the Department of State with your Biennial Statement. The Credit Card Authorization Form is available from the Department of State's website at [www.dos.state.ny.us](http://www.dos.state.ny.us) or by calling (518) 473-2492. The Biennial Statement with the Credit Card Authorization Form may be faxed to (518) 486-4680.

Call (518) 473-6385 if you have questions regarding this form.

A domestic limited liability company must file this form until it files Articles of Dissolution. A foreign limited liability company must file this form until it files a Certificate of Surrender of Authority or a Certificate of Termination of Existence.

# Limited Liability Company Biennial Statement

For Internal Use Only

**3093449**

**Business Name:**

**GAWKER MEDIA LLC**

3093449

GAWKER MEDIA LLC  
76 CROSBY STREET  
NEW YORK, NY 10012

10081700 3124	
Filed By: _____	_____
Cash # (if different than firm #): _____	
Required Fee:	\$9.00
Filing Period:	08/2010
(Make checks payable to the Department of State)	

The Limited Liability Company Law requires limited liability companies to provide a current address for service of process to the Department of State every two years in the calendar month in which the limited liability company was formed or authorized. Please review the address for service of process in Part 1. Update the information in the space provided, if necessary. If no changes are necessary, proceed to Part 2. A limited liability company which fails to timely file its Biennial Statement shall be shown to be past due on the Department of State's records.

**Part 1: Address for Service of Process** (Address must be within the United States)

GAWKER MEDIA LLC 76 CROSBY STREET NEW YORK, NY 10012	Name GAWKER MEDIA LLC		
	Address 210 Elizabeth St, 4th Floor		
	City New York	State NY	Zip 10012

**Part 2: Signature of Member, Manager, Attorney-in-Fact or Authorized Person**

Signature <u>Jessie Ma</u>	Name of Signer (Please Print) <u>Jessie Ma, Esq.</u>
Title of Signer (Please Print) <u>Legal Associate</u>	

Send the completed form, together with the \$9.00 filing fee made payable to the Department of State, in the self-mailer envelope, to the Department of State, Division of Corporations, 99 Washington Ave. Albany, NY 12231-0001.

To pay with a credit card, send a Credit Card Authorization Form to the Department of State with your Biennial Statement. The Credit Card Authorization Form is available from the Department of State's website at [www.dos.state.ny.us](http://www.dos.state.ny.us) or by calling (518) 473-2492. The Biennial Statement with the Credit Card Authorization Form may be faxed to (518) 486-4680.

Call (518) 473-6385 if you have questions regarding this form.

A domestic limited liability company must file this form until it files Articles of Dissolution. A foreign limited liability company must file this form until it files a Certificate of Surrender of Authority or a Certificate of Termination of Existence.

# Biennial Statement

NYS Department of State  
Division of Corporations, State Records &  
Uniform Commercial Code  
<http://www.dos.ny.gov>

**BUSINESS NAME:** GAWKER MEDIA LLC

**FILING PERIOD:** 08/2012

**Part 1 - Service of Process Address (Address must be within the United States or its territories)**

Name GAWKER MEDIA LLC		
Address Line 1 210 ELIZABETH STREET		
Address Line 2 4TH FLOOR		
City NEW YORK	State NY	Zip Code 10012

**Signer Information**

I affirm that the statements contained herein are true to the best of my knowledge, that I am authorized to sign this Biennial Statement and that my signature typed below constitutes my electronic signature.

Electronic Signature JESSE MA
Capacity of Signer AUTHORIZED PERSON

**FILED WITH THE NYS DEPARTMENT OF STATE ON: 8/7/2012**

**FILING NUMBER: 120807006917 - 3093449**