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CERTIFICATE OF DISSOLUTION

OF

ZIP2 CORP.

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FILED (28)
in the office of the Secretary of State
of the State of California
JUL 28 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certify as follows:

1. The undersigned constitute all of the directors now in office of Zip2 Corp., a corporation organized and existing under and by virtue of the California Corporations Code (the "Corporation").
2. The Corporation has been completely wound up.
3. The Corporation's known debts and liabilities have been adequately provided for as far as its assets permitted. Creditors should contact Thomas Oberdorf, MyWay.com Corporation, c/o CMGI, Inc. 100 Brickstone Square, Andover, MA 01810.
4. The Corporation's known assets have been distributed to the persons entitled thereto.
5. MyWay.com Corporation assumes the tax liability, if any, of the Corporation as security for the issuance of a Tax Clearance Certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the vote of all outstanding shares.
7. The Corporation is dissolved.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: July 10, 2003

George A. McMillan
George A. McMillan
Director

Thomas Oberdorf
Thomas Oberdorf
Director