

Division of Corporations

**F00000001782**

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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(((H00000013195 3)))

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To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : FOWLER, WHITE, BURNETT, ET AL  
Account Number : 071250001512  
Phone : (305) 789-9200  
Fax Number : (305) 789-9201

AL

00 MAR 30 PM 1:00  
STATE  
CORPORATIONS  
DIVISION

**FOREIGN PROFIT QUALIFICATION**

**IMAGINE NETWORKS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

## TELEFAX

FROM THE LAW OFFICES OF  
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.  
100 SouthEast Second Street  
Miami, FL 33131-1101

OUR FAX NO. 305-789-9201  
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Agnes Lunt

FIRM: Document Specialist

CITY:

FAX NO.: 850-922-4003

FROM: Judy Rodman, Paralegal

OUR FILE NO.: 51977-FKL Imagine Networks, Inc.

COMMENTS: Fax Audit No. H00000013195 3  
Letter No. 100A00016536  
Account No. 071250001512

Enclosed are Application by Foreign Corporation for Authorization to Transact Business in Florida, a current certificate of good standing from the State of Delaware, a copy of your letter referenced above, and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 7

DATE: March 28, 2000

**IMPORTANT MESSAGE**

**THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 30 PM 1:00  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE

[ RECEIVED 03/24 16:13 1900 AT 3057899201 PAGE 1 (PRINTED PAGE 1) ]  
(850) 487-6013 03/24/00 15:32 F1 Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 24, 2000

FOWLER, WHITE, BURNETT, ET AL

SUBJECT: IMAGINE NETWORKS, NC.  
REF: W00000007996

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence, dated no more than 30 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H00000013195  
Letter Number: 100A00016536

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

Audit No. H00000013195 3

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Imagine Networks, 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:

Craig Dugan, CPA  
(Name of Person)

Dugan, Colthart & Zoch, P.A.  
(Firm/Company)

500 Piermont Road  
(Address)

Closter, NJ 07624  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Craig Dugan, CPA at (201) 767-6270  
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS  
00 MAR 30 PM 1:00

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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

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Audit No. H000000013195 3

**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. Imagine Networks, 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. Delaware

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

3. 13-4104538

(FEI number, if applicable)

4. March 7, 2000

(Date of incorporation)

5. Perp

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

6. April 1, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 324 East 48th Street

New York, NY 10017

(Current mailing address)

8. To engage in any act or activity permitted by the laws of Florida

(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: Fred Lickstein

Office Address: 100 SE Second Street

Miami

, Florida, 33131  
(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.

  
(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Howard B. KatzAddress: 1 Grove Isle  
Miami, Fla. 33133

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Leigh A. WilsonAddress: 53 Sylvan Road North  
Westport, Ct. 06880Vice President: Stephen KatzAddress: 27 Woodcrest Drive  
Woodcliff Lake, NJ 07675Secretary: Stephen KatzAddress: 27 Woodcrest Drive  
Woodcliff Lake, NJ 07675Treasurer: Howard B. KatzAddress: 1 Grove Isle  
Miami, Fla. 33133**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen Katz, Executive Vice President

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

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00 MAR 30 PM 1:00  
DIVISION OF COMMUNICATIONS  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

Audit No. H000000013195 3

## State of Delaware

PAGE 1

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "IMAGINE NETWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 MAR 30 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

0341645

03-27-00