

CT CORPORATION SYSTEM

F010000003440

CORPORATION(S) NAME

International Merchandising Corporation

FILED
JUN 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700004435577-7

-05/21/01--01057--023

*****70.00 *****70.00

☒ Profit

☐ Amendment

☐ Merger

☐ Nonprofit

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Registered Partnership

☐ Reinstatement

☒ Certified Copy

☐ Annual Report

☐ Other

☒ Notarized

☐ Name Registration

☐ Change of RA

☒ Photocopies

☐ Fictitious Name

☐ UCC

☒ Call If Problem

☐ Photocopies

☐ CUS

☐ Will Wait

☐ Call If Problem

☐ After 4:30

☒ Mail Out

☐ Will Wait

☒ Pick Up

Name

6/21/01

Order#: 4541199

Availability

Document

Examiner

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Verifier

W.P. Verifier

MS

Ref#:

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 21, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL MERCHANDISING CORPORATION
Ref. Number: W01000014416

FILED
01 JUN 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JUN 27 PM 3:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for INTERNATIONAL MERCHANDISING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

As you know, the actual name of this corporation -- INTERNATIONAL MERCHANDISING CORPORATION -- is not available in Florida.

However, the alternate name you have chosen -- IMG -- would also not be available no matter what corporate suffix you used.

Please choose another name, and please be sure that your new ALTERNATE NAME contains a CORPORATE SUFFIX.

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) 487-6051.

To: Buck Kohr
Corporate Specialist

Letter Number: 101A00037865

Buck Kohr
From: Melanie
CT

Please back-date
this filing.
Thanks
Melanie

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Peter A. Carfagna, do hereby certify that this Resolution of the Board of Directors of International Merchandising Corporation corporation duly organized and existing under the laws of the State of Ohio, was duly adopted on June 12, 2001.

Resolved, that International Merchandising Corporation organized and existing in the State of Ohio hereby adopts the name International Management Group for use in Florida.

Dated: June 12, 2001 (IMG), Inc

Peter A. Carfagna
signature of at least one director
Peter A. Carfagna

01 JUN 21 PM 4:04
FILED
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

01 JUN 21 PM 4:00
FILED
SECRETARY OF STATE
TALLAHASSEE, 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. International Merchandising Corporation

(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. Ohio

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

3. 34-1008380

(FEI number, if applicable)

4. January 12, 1967

(Date of incorporation)

5. Perpetual

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

6. January 2, 2001

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

7. IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

(Current mailing address)

To engage in the business of developing merchandising affiliations for personalities and characters and to do and perform any and all acts permitted by the General Corporation Act of Ohio.

8. Act of Ohio.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

(Registered agent's signature)

Bill S. Apelis, Asst. 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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Mark H. McCormack

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

Vice Chairman: _____

Address: _____

Director: Arthur J. Lafave, Jr.

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

Director: Peter A. Carfagna

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Mark H. McCormack

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

Vice President: Peter A. Carfagna

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

Secretary: Arthur J. Lafave, Jr.

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

Treasurer: David A. Osborne, Jr.

Address: IMG Center, 1360 East 9th Street, Suite 100, Cleveland, Ohio 44114

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

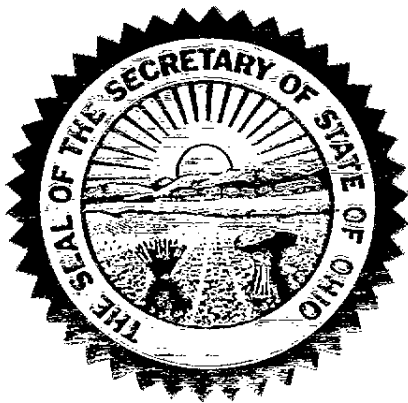
13. Peter A. Carfagna
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter A. Carfagna, Senior Staff Vice President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

FILED
JUN 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show INTERNATIONAL MERCHANDISING CORPORATION, an Ohio Corporation, Charter No. 357368, having its principal location in Cleveland, County of Cuyahoga, was incorporated on January 12, 1967, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal
at Columbus, Ohio on
June 18, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State