

CCH CORPORATION SYSTEM

F01000005494

CORPORATION(S) NAME

Virtual Imaging Corporation

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FILED
01 OCT 18 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
01 OCT 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
01 OCT 18 PM 1:17
DIVISION OF CORPORATION

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign qual. | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/18/01

Order#: 4775183

900004641759--9

-10/18/01--01037--021

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

Ref#: _____

Amount: \$ _____

BK

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: VIRTUAL IMAGING CORPORATION
Ref. Number: W01000024163

We have received your document for VIRTUAL IMAGING 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.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 701A00057696

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**CONSENT RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
VIRTUAL IMAGING CORPORATION**

The undersigned, being all the members of the Board of Directors of Virtual Imaging Corporation, a Delaware corporation (the "Corporation"), acting pursuant to Section 141 of the Delaware General Corporation Law, do hereby consent to the adoption of the following resolutions for and on behalf of the Corporation as of the date set forth below:

Assumed Corporate Name

WHEREAS, the Board of Directors of the Corporation have determined it to be desirable and in the best interests of the Corporation to qualify the Corporation to do business in several states, including, but not limited to, California, Minnesota, New Jersey, Pennsylvania and Texas*;

WHEREAS, the name "Virtual Imaging Corporation" is not available for use in the states of each of California, Minnesota, New Jersey, Pennsylvania and Texas* and thus the Corporation must adopt an assumed name for use in the state of each of California, Minnesota, New Jersey, Pennsylvania and Texas*;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the name "VIC Imaging Corp." for use in the state of each of California, Minnesota, New Jersey, Pennsylvania and Texas* for all purposes; and

FURTHER RESOLVED, that any and all activities and business of the Corporation within the state of each of California, Minnesota, New Jersey, Pennsylvania and Texas* shall be carried out under the name VIC Imaging Corp.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have executed these presents and direct that an executed copy hereof be filed with the corporate records of the Corporation as of September 27, 2001.


Thomas Beverly, President


John Pistacchi

*and Florida

01 SEP 2001 PM 4:06
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TALLAHASSEE, FLORIDA

**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. Virtual Imaging 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. Delaware

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

3. 52-2225532

(FEI number, if applicable)

4. 03/14/2000

(Date of incorporation)

5. Perpetual

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

6. 05/11/2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5420 Newport Drive, #59, Rolling Meadows, IL 60008

(Principal office address)

same

(Current mailing address)

See Attachment

8. _____

(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
(City) (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

By: _____

(Registered agent's signature)

Francis P. Regan
Assistant 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas Beverly

Address: 5420 Newport Drive, #59

Rolling Meadows, IL 60008

Director: John R. Pistacchi

Address: 1126 Pedrick Court

San Jose, CA 95120

B. OFFICERS

President: Thomas Beverly

Address: 5420 Newport Drive, #59

Rolling Meadows, IL 60008

Vice President: John R. Pistacchi

Address: 1126 Pedrick Court

San Jose, CA 95120

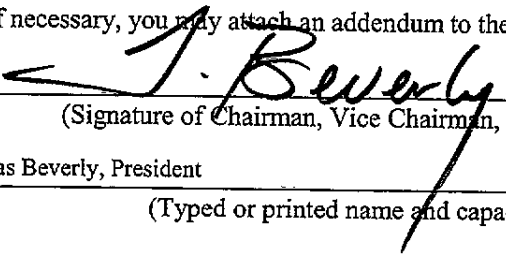
Secretary: Jill Beverly

Address: 5420 Newport Drive, #59 Rolling Meadows, IL 60008

Treasurer: _____

Address: _____

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. Thomas Beverly, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Purpose Clause

The business of designing, creating, producing, marketing or selling visual content solutions (including solutions that capture, process, host and/or distribute visual images) for advertising and marketing of residential and commercial real estate, including Web sites and Internet appliances, and research and development.

Officers & Directors

- | | |
|----|--|
| 1. | Full Name: Thomas Beverly Officer/Director: Officer, Director Officer's Title: President Business Address: 5420 Newport Drive, #59 City: Rolling Meadows State: IL ZIP Code: 60008 |
| 2. | Full Name: Jill Beverly Officer/Director: Officer Officer's Title: Secretary Business Address: 5420 Newport Drive, #59 City: Rolling Meadows State: IL ZIP Code: 60008 |
| 3. | Full Name: John R. Pistacchi Officer/Director: Officer, Director Officer's Title: Executive Vice President Business Address: 1126 Pedrick Court City: San Jose State: CA ZIP Code: 95120 |

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 TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRTUAL IMAGING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF OCTOBER, A.D. 2001.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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01 OCT 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3193602. 8300

AUTHENTICATION: 1379292

010499465

DATE: 10-09-01