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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0391

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Trey - CSC #2940

FOREIGN PROFIT/NONPROFIT CORPORATION

INTERACTIVE MEDIA HOLDINGS OF DELAWARE, INC.

Certificate of Status	0
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J. Shivers NOV 16 2006

**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. Interactive Media Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Interactive Media Holdings of Delaware, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 56-2383607
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 1, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4 Park Plaza, Suite 1900, Irvine, CA 92614
(Principal office address)
- 4 Park Plaza, Suite 1900, Irvine, CA 92614
(Current mailing address)

8. Advertising services and any lawful activity related thereto
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: _____

(Registered agent's signature)

**Troy Todd
as its agent**

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Roy E. Luna
(Signature of Director or Officer listed in number 12 of the application)

14. Roy E. Luna, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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STATE

**Interactive Media Holdings, Inc., a Delaware corporation
Application by Foreign Corporation for Authorization to
Transact Business in Florida**

Attachment No. 12

Name and addresses of directors and officers

Director & Chairman	Timothy C. Vanderhook, 4 Park Plaza, #1900, Irvine, CA 92614
Director	Christopher J. Vanderhook, 4 Park Plaza, #1900, Irvine, CA 92614
Director	Carl Bibl, 2223 Avenida de la Playa, #300, La Jolla, CA 92037
Director	Tom Siegel, 12250 El Camino Real, #116, San Diego, CA 92130
C.E.O./President	Timothy C. Vanderhook, 4 Park Plaza, #1900, Irvine, CA 92614
Vice President	Russell T. Vanderhook, 4 Park Plaza, #1900, Irvine, CA 92614
Senior Vice President, Chief Operating Officer & Secretary	Christopher J. Vanderhook, 4 Park Plaza, #1900, Irvine, CA 92614
Vice President-- Finance & Administration, Chief Financial Officer and Assistant Secretary	Roy E. Luna, 4 Park Plaza, #1900, Irvine, CA 92614

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERACTIVE MEDIA HOLDINGS, INC." 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERACTIVE MEDIA HOLDINGS, INC." WAS INCORPORATED ON THE FIRST DAY OF JUNE, A.D. 2005.



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060983183

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5147248

DATE: 10-26-06