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CSO networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : DIV072100000032

REFERENCE : 649366 86901A

AUTHORIZATION : *Patricia Pyzato*

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 649366

700001547327

CUSTOMER NO: 86901A

CUSTOMER: Mr. Bob Porcelli
Prentice Hall Legal &
84 State Street

Boston, MA 02109

FOREIGN FILINGS

NAME: INTERNATIONAL MEDIA
TECHNOLOGIES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

FILED
95 JUL 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. International Media Technologies, 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. Applied For
(FEI number, if applicable)
4. January 23, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1995 (estimated)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. Four Copley Place, Sky Lobby, Suite 102
Boston, MA 02116
(Current mailing address)
8. Developing, innovating and selling multimedia and entertainment software.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Father-Maria Schoneburg
Office Address: 1900 Summit Tower Blvd.
Orlando, Florida, 32810
(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.

Father-Maria Schoneburg
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Pamela Tomkinson

Address: 10 Dana Street
Cambridge, MA 02138

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Pamela Tomkinson

Address: 10 Dana Street
Cambridge, MA 02138

Vice President: _____

Address: _____

Secretary: Robert Duggan

Address: 56 Pigeon Hill Road
Weston, MA 02193

Treasurer: Pamela Tomkinson

Address: 10 Dana Street
Cambridge, MA 02138

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TALLAHASSEE, FLORIDA

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

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

14. Pamela Tomkinson, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL MEDIA TECHNOLOGIES, 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-FIRST DAY OF JULY, A.D. 1995.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7581508

DATE:

07-21-95