

THE COMPANY CORPORATION
Third Floor Centre • 200 W. • Washington, D.C. 20001 • Phone: (302) 575-0440 • Fax: (302) 575-1346
96000000274
October 9, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Investment Management of America, Inc.
9508232528349

W95-20889

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for Investment Management of America, Inc.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

400001613974
-10/18/95--01041--002
*****70.00 *****70.00

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

enc.

98/17
96 JAN 16 AM 10:45
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name conflict
P93-12838



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 19, 1995

VICKIE JOYNER
THE COMPANY CORPORATION
201 N. WALNUT ST., 3 CHRISTINA CENTRE
WILMINGTON, DE 19801

SUBJECT: INVESTMENT MANAGEMENT OF AMERICA, INC.
Ref. Number: W95000020889

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 16 AM 10:45

We have received your document for **INVESTMENT MANAGEMENT OF AMERICA, INC.** and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 295A00047190



THE COMPANY CORPORATION

Three Christina Centre • 301 N Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 6, 1995

Secretary of State
Corporation Department
PO box 6327
Tallahassee, FL 32314
Attn: Jennifer Sindt, Document Examiner

Re: Investment Management of America, Inc.

Dear Mr. Sindt:

Enclosed please find resubmitted documents along with
copies of your correspondence.

A Resolution by Board of Directors is enclosed.

Please do not hesitate to contact the undersigned or at
800-542-2677 if you have any further questions regarding
this filing.

Thank you for your prompt attention to this important
filing.

Sincerely,

Vickie M. Joyner

Vickie M. Joyner
Corporate Service Representative

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1995

**VICKIE JOYNER
THE COMPANY CORPORATION
201 N. WALNUT ST., 3 CHRISTINA CENTRE
WILMINGTON, DE 19801**

**SUBJECT: INVESTMENT MANAGEMENT OF AMERICA, INC.
Ref. Number: W95000020889**

We have received your name resolution; however, the name that you have adopted for use in Florida, IMA, INC., is not available either. Please adopt another name. If you have any questions concerning name availability, please call me at the number listed below.

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 (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 995A00050407

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THE COMPANY CORPORATION

Three Christina Centre • 101 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

January 10, 1996

Secretary of State
Corporation Department
PO box 6327
Tallahassee, FL 32314
Attn: Jennifer Sindt

Re: Andrew M. Badolato

Dear Jennifer:

Enclosed please find the requested Resolution by Board of Directors and a copy of your correspondence.

Please do not hesitate to contact the undersigned at 800-542-2677 if you have any further questions regarding this filing.

Thank you for your prompt attention to this important filing.

Sincerely,

Vickie M. Joyner

Vickie M. Joyner
Corporate Service Representative

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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned ANDREW M. BADOLATO, do hereby certify that this Resolution of the Board of Directors of INVESTMENT MANAGEMENT OF AMERICA, INC., a corporation duly organized and existing under the laws of the State of DELAWARE, was duly adopted on Nov. 28, 19 95.

Resolved, that INVESTMENT MANAGEMENT OF AMERICA, INC., organized and existing in the State of DELAWARE, hereby adopts the name I. M. O. A., INC for use in Florida.

Dated: Nov. 28, 1995

Andrew M. Badolato
Signature of at least one director

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DIVISION OF CORPORATIONS
96 JAN 16 AM 10:45

**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. Investment Management of America 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. _____
(FEI number, if applicable)
4. 8/23/95
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon approval
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P O Box 930
Osprey Fla 34229
(Current mailing address)
8. stock brokerage
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
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9. Name and street address of Florida registered agent:

Name: Andrew M. Badolato
Office Address: 8201 S. Tamiami Trail #22
Sarasota, Florida, 34238
(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.

Andy Badolato
(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)

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

Chairman: Andrew M Badolato
Address: 8201 S. Tamiami Trail #22
Sarasota, Fla 34238

Vice Chairman: _____
Address: _____

Director: Andrew M. Badolato
Address: 8201 S. Tamiami Trail #22
Sarasota, FL 34238

Director: _____
Address: _____

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

President: Andrew M Badolato
Address: 8201 S. Tamiami Trail #22
Sarasota, Fla 34238

Vice President: _____
Address: _____

Secretary: Andrew M. Badolato
Address: 8201 S. Tamiami Trail #2
Sarasota, FL 34238

Treasurer: _____
Address: _____

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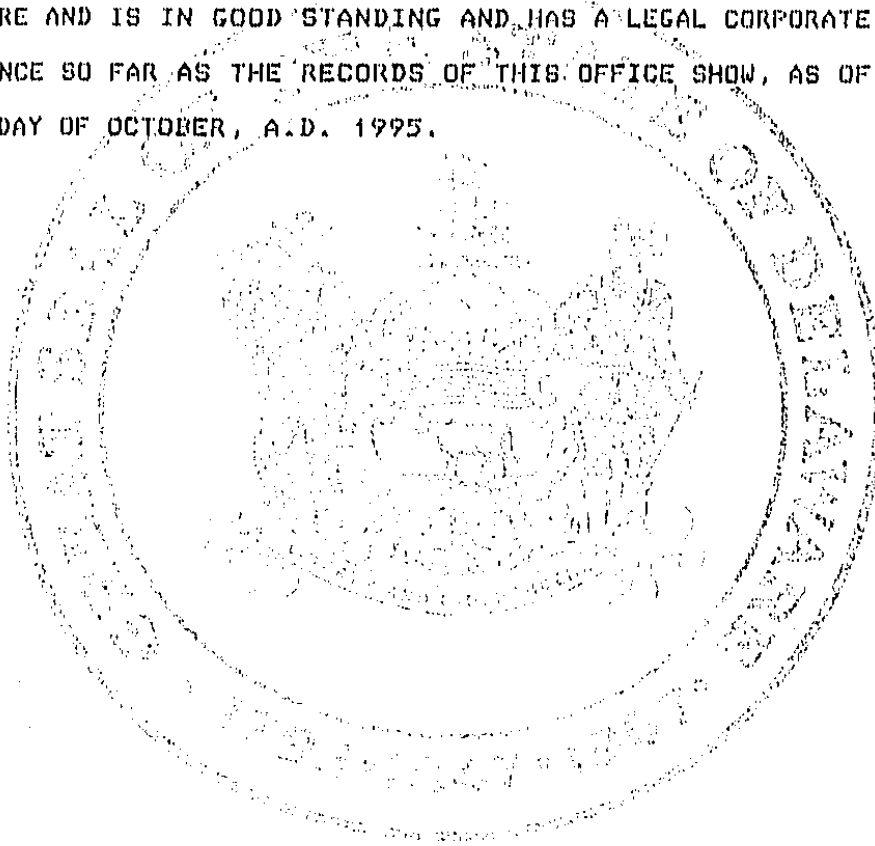
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Andrew M Badolato
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew M Badolato President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESTMENT MANAGEMENT OF AMERICA 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 TENTH DAY OF OCTOBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 16 AM 10:45



Edward J. Freel

Edward J. Freel, Secretary of State

2528349 8300

950231529

AUTHENTICATION: 7668541

DATE: 10-10-95