

96000000693
THE COMPANY CORPORATION
The Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

December 11, 1995

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

500001673425
-12/28/95--01086--009
*****70.00 *****70.00

FE: InfoMedia Inc.
9502012476609

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 InfoMedia 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.

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

enc.

WRL-425 *HC 2/12*
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 PM 12:29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

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

SUBJECT: INFOMEDIA INC.
Ref. Number: W9600000425

We have received your document for INFOMEDIA 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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 996A00000715

INFOMEDIA, INC.

Electronic Marketing Consultants

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned **James R. Marchant**, do hereby certify that this Resolution of the Board of Directors of **InfoMedia, Inc.**, a corporation duly organized and existing under the laws of the State of **Delaware** was duly adopted on **January 20, 1996**.

Resolved, that **InfoMedia, Inc.**, organized and existing in the State of **Delaware**, hereby adopts the name **InfoMedia, Inc. of Delaware** for use in Florida.

Dated: **January 20, 1996**

James R. Marchant


Chairman of the Board

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 PM 12:29

**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. INFO MEDIA TNC.
(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. 593316141
(FEI number, if applicable)
4. FEB 1 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1501, F.S.))
7. 573 CALIBRE CREST PARKWAY SU. 205 104
ALTAMUNTO SPRINGS FL 32714-3688
(Current mailing address)
8. INTERNET CONSULTING
(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: Larry Wolfe
Office Address: 200-A John Knox Road
Tallahassee, Florida, 32303-6661
(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.

see attached

(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:

A. DIRECTORS

Chairman: JAMES R. MARCHANT
Address: 573 Calibre Crest Parkway, Suite 104
ALTAMONTE SPRINGS FL 32716

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES R. MARCHANT
Address: 573 Calibre Crest Parkway, Suite 104
ALTAMONTE SPRINGS, FL 32716

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. JAMES R. MARCHANT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES R. MARCHANT, President
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this InfoMedia Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Altamont Springs, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

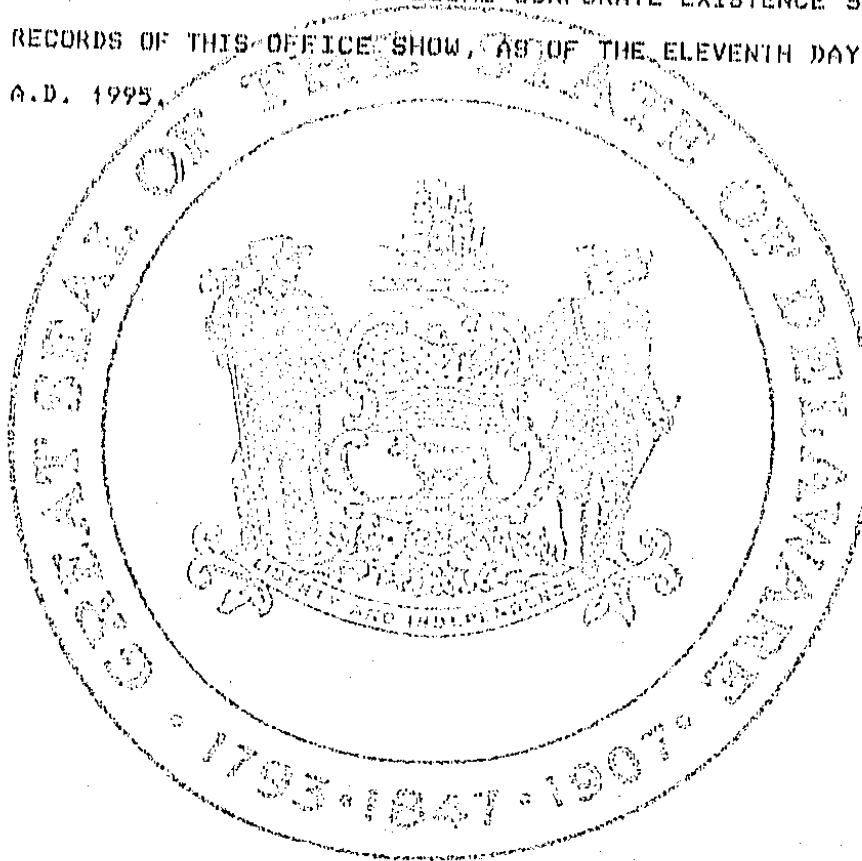
Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

12/22/95
Date

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INFOMEDIA 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 ELEVENTH DAY OF DECEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 PM 12:29



2476609 8300

950288979

Edward J. Freel, Secretary of State

7744044

AUTHENTICATION:

DATE:

12-11-95