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CT CORPORATION SYSTEM

1635 Market Street
Philadelphia, PA 19103
Tel: 215 563 7397
Fax: 215 567 1302

April 22, 1996

Qualification/ Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/23/96--01155--010
*****70.00 *****70.00

RE: **Imaginitis Interactive, Inc. (PA)**
Qualification
Order # 525116

Dear Sir/Madam:

Pursuant to the instructions of the company representative for the above company, please file the following documents:

Application by Foreign Corporation for Authorization to Transact Business
Good Standing Certificate
Check in the amount of \$ 70.00

Company Representative:

Cathy Hoptry, Controller
Imaginitis Interactive
435 Devon Park Drive
Wayne, PA 19087

Please contact me at **800-622-1428** if you have any questions. It would greatly appreciated if you would send the evidence of this filing with the enclosed self-addressed envelope to my attention upon filing.

Very truly yours,

Wynelle Friedl

Wynelle Friedl
Associate Customer Specialist

WF/
Enclosures

VIA: Federal Express

FILED
96 APR 23 AM 10
TALLAHASSEE, FL 32399

JF 4.24

**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. Imaginitts Interactive, 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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2749045
(FEI number, if applicable)
4. December 9, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not transacted business in the state as of this date.
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 607.155, F.S.))
7. 435 Devon Park Dr., Ste. 701, Wayne, PA 19087

(Current mailing address)

8. Sale of educational and instructional materials
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Maryanne Lopez
(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: Marshall S. Levin

Address: 51 Cabot Dr.
Wayne, PA 19087

Vice Chairman: _____

Address: _____

Director: Dr. Thelma Reese

Address: 616 S. 10th St.
Philadelphia, PA 19147

Director: Joel Breltstein

Address: 106 Old Crossing Dr.
Baltimore, MD 21208

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

President: Marshall S. Levin

Address: 51 Cabot Dr.
Wayne, PA 19087

Vice President: _____

Address: _____

Secretary: Gale L. Steiner

Address: 822 Washington Place
Wayne, PA 19087

Treasurer: _____

Address: _____

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

13. *Marshall S. Levin*

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

14. Marshall S. Levin, Chairman

(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 29, 1996

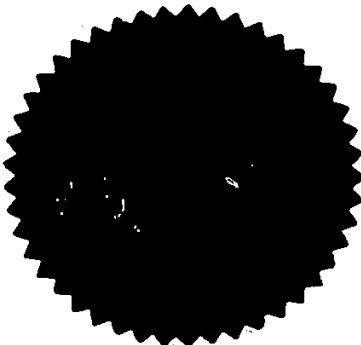
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

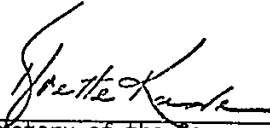
I DO HEREBY CERTIFY THAT,

IMAGINITIS INTERACTIVE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.




Secretary of the Commonwealth
CFEN

FILED
95 APR 23 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA