

F96000005414

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: INTERNATIONAL CORPORATE MARKETING GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800001981878--2
-10/22/96--01005--012
*****800.00 *****800.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

BETTY PUGLIESE
(Name of Person)

ICMG
(Firm/Company)

100 CAMPU DRIVE, STE 250
(Address)

FLORHAM PARK NJ 07932
(City, State and Zip Code)

W96-21009
800001964158
-10/03/96--01072--011
*****78.75 *****78.75

96 OCT 18 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

710-18

Should you need to call someone concerning this matter, please call:

BETTY PUGLIESE at (800) 854-3384 ext 212
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

BETTY PUGLIESE
ICMG
100 CAMPUS DR #250
FLORHAM PK, NJ 07932

SUBJECT: INTERNATIONAL CORPORATE MARKETING GROUP, INC.
Ref. Number: W96000021009

We have received your document for INTERNATIONAL CORPORATE MARKETING GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$800.00.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00045438

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 CORPORATE MARKETING GROUP, 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. CONNECTICUT 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-28-92 5. ONGOING
(Date of incorporation) (Duration: Year corp. will cease to exist or (potentially))

6. 11-4-92
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 100 CAMPU DRIVE SUITE 250
FLORHAM PARK, NJ 07932
(Current mailing address)

8. DESIGN DISTRIBUTION AND ADMINISTRATION OF INSURANCE
PRODUCTS FOR CORPORATIONS AND THEIR EMPLOYEES.
(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: Insurance Commissioner

Office Address: Capitol

Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner
(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.

FILED
96 OCT 18 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

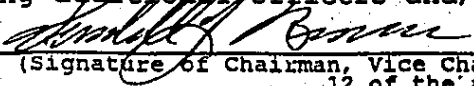
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. WENDELL J. BOSSE PRESIDENT
(Typed or printed name and capacity of person signing application)

**OFFICERS AND DIRECTORS OF
INTERNATIONAL CORPORATE MARKETING GROUP, INC.**

FILED
96 OCT 18 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS

PRESIDENT: Wendell J. Bossen,	149 Wexford Way, Basking Ridge, NJ 07920
SR. VICE PRESIDENT: Ron Knappe,	40 Eagle Nest Rd. Morristown, NJ 07960
SR. VICE PRESIDENT: Peter Vogt,	49 Toby Drive, Succasunna, NJ 07876
VICE PRESIDENT: Peter J. Marino,	20 Knutsen Dr. West Orange, NJ 07052
VICE PRESIDENT: Neil S. Chaffee,	6 Christopher Ct. Flanders, NJ 07836
VICE PRESIDENT: Paul Reiss,	70 Hillcrest Rd., West Caldwell, NJ 07006
SECOND VICE PRESIDENT: Michael Jandoli,	26 Ronald Drive East Hanover, NJ 07936
EXECUTIVE VICE PRESIDENT, SECRETARY/TREASURER: James P. Van Etten,	17A Foxwood Dr., Morris Plains, NJ 07950

BOARD OF DIRECTORS:

DIRECTOR: Alan J. Bowers	7 Homestead Rd. Metuchen, NJ 08840
DIRECTOR: Wendell J. Bossen	149 Wexford Way Basking Ridge, NJ 07920
CHAIRMAN: Leonard E. Odell, Jr.,	8 Sugar Hollow Lane, West Simsbury, CT 06092

61 66
Rev. 3-91

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

INTERNATIONAL CORPORATE MARKETING GROUP, INC.

incorporated under the laws of Connecticut is in existence and in
good standing.

William S. Lippert

Secretary of the State

Date Issued: September 27, 1996

FILED
96 OCT 18 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA