

F96000006252



ACCOUNT NO. : 072100000032
REFERENCE : 165434 7114277
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : November 22, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 165434-005

CUSTOMER NO: 7114277

CUSTOMER: James P. Gregor, Esq
Rosenblum & Anders, P.c.
802 Main Street

Stroudsburg, PA 18360

FOREIGN FILINGS

NAME: COOPERATIVE IMAGES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

400002016844--5
-12/02/96--01014--009-5
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 12:42
RECEIVED
96 DEC -2 AM 11:19
DIVISION OF CORPORATION

mtw
12/2

**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. COOPERATIVE IMAGES, 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. New Jersey

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. December 5, 1994

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Date of filing this application

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 830 Bear Tavern Road

West Tronton, NJ 08628

(Current mailing address)

8. Marketing Print & Audio/Visual Media

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Dolores Butcher

(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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96 DEC -2 PM 2:42

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

A. DIRECTORS

Chairman: Gerald A. Powell

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

Vice Chairman: Charlie Lynn

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gerard A. Powell

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

Vice President: Charlie Lynn

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

Secretary: Gerard A. Powell

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

Treasurer: Gerard A. Powell

Address: 9 Dartmouth Drive, P.O. Box 1280
Marshall's Creek, PA 18355

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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.

GERARD A POWELL CHAIRMAN
(Typed or printed name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE
COOPERATIVE IMAGES, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY
CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY
OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON DEC. 05, 1994.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW,
SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS
ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES
BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE
STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE,
ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

830 BEAR TAVERN ROAD

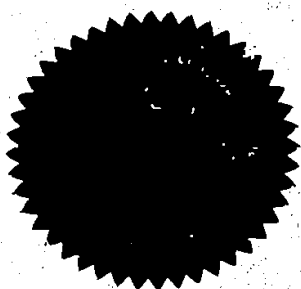
WEST TRENTON

NJ 08628

AND THE REGISTERED AGENT IS CORPORATION SERVICE COMPANY.

NOV. 25, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 DEC - 3 PM 12:42



Conna R. Hood