

F 970000006378



ACCOUNT NO. : 072100000032

REFERENCE : 491093 4373128

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : August 8, 1997

ORDER TIME : 2:10 PM

ORDER NO. : 491093-020

000002362280--6

CUSTOMER NO: 4373128

CUSTOMER: Bruce J. Biagini, Esq
Flack Mcraven & Stephens
32 Westside Square
P.O. Box 359
Macomb, IL 61455

FOREIGN FILINGS

NAME: INTERCONTINENTAL MARKETING,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

LR
12/3
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97DEC-3 PM 3:11

RECEIVED
97DEC-3 PM 2:52
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 15, 1997

CSC
ATTN: KAREN B. ROZAR

SUBJECT: INTERCONTINENTAL MARKETING, INC.
Ref. Number: W97000018876

We have received your document(s) in this office, however, a copy of the document is being returned 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 complete line 14 of your application.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 497A00041426

FLACK, McRAVEN & STEPHENS

ATTORNEYS AT LAW

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RICHARD D. STEPHENS
OF COUNSEL
JAMES PATRICK MURPHY
1948-1997

November 18, 1997

CSC

ATTN: April

1013 Centre Road

Wilmington, DE 19805

RE: INTERCONTINENTAL MARKETING, INC.
Order Number: 491093

ATTN: April

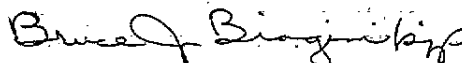
Enclosed please find the original APPLICATION BY FOREIGN CORPORATION FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA, as return to my office for further information. I am providing the Resolution of the Board of Directors, as requested.

Please process as quickly as possible. I have spoken with the Florida Department of State and it was indicated that we need to process within only a few days as we are nearing the 90 day deadline for the certified copy of the Certificate of Incorporation.

If anything further is needed, please call.

Very truly yours,

FLACK, McRAVEN & STEPHENS



Bruce J. Biagini

BJB/sjp
enclosures

RESOLUTION
OF
BOARD OF DIRECTORS
OF
INTERCONTINENTAL MARKETING, INC.

I, the undersigned RONALD R. KELLY, do hereby certify that this Resolution of the Board of Directors of INTERCONTINENTAL MARKETING, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on November 18, 1997. Be it resolved, that INTERCONTINENTAL MARKETING, INC., organized and existing in the State of Delaware, hereby adopts the name of I.M.I. TELECOM, INC. for use in Florida.

DATED: November 18, 1997.



RONALD R. KELLY, Chairman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 PM 3:11

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. Intercontinental Marketing, 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 3. 36-4130973
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-15-96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or Perpetual)
6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 96 South Madison
Carthage, IL 62321
(Current mailing address)
8. Import and Export and to engage in any lawful act or activity for which
corporations may be organized under the General Corporation Law of DE.
(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: 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.

By: Corporation Service Company
[Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ronald R. Kelly

Address: 96 South Madison

Carthage, Illinois 62321

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 PM 3:11

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

President: Ronald R. Kelly

Address: 96 South Madison

Carthage, Illinois 62321

Vice President: _____

Address: _____

Secretary: Linda R. Kelly

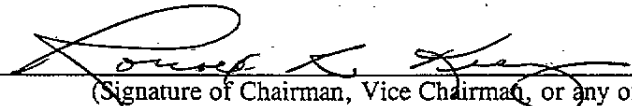
Address: 96 South Madison

Carthage, Illinois 62321

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.)

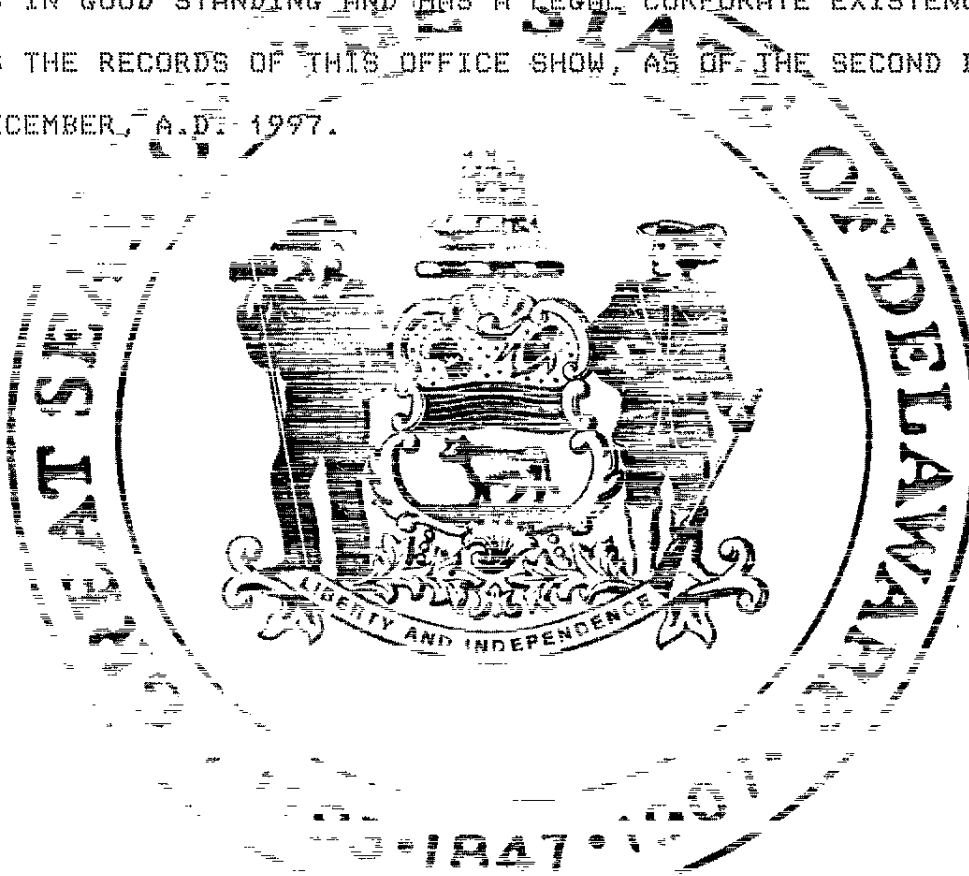
14. RONALD R. KELLY

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERCONTINENTAL MARKETING, 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 SECOND DAY OF DECEMBER, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 PM 3:11



Edward J. Freel

Edward J. Freel, Secretary of State

2685308 8300

971410012

AUTHENTICATION:

8785667

DATE:

12-02-97