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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-03/11/98--01053--002
*****78.75 *****78.75

SUBJECT: Imagery Creative Office, Entertainment Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

698-5464

FCO Entertainment
P.O. Box 621352
Orlando, FL 32862
(Address)
(City, State and Zip Code)

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

_____ at (_____) _____
(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

March 11, 1998

ICO ENTERTAINMENT
PO BOX 621352
ORLANDO, FL 32862

SUBJECT: IMAGERY CREATIVE OFFICE, ENTERTAINMENT INC.
Ref. Number: W98000005464

We have received your document for IMAGERY CREATIVE OFFICE, ENTERTAINMENT INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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: 998A00013321



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

ICO ENTERTAINMENT
PO BOX 621352
ORLANDO, FL 32862

SUBJECT: IMAGERY CREATIVE OFFICE, ENTERTAINMENT INC.
Ref. Number: W98000005464

We have received your document for IMAGERY CREATIVE OFFICE, ENTERTAINMENT 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:

You neglected to make a correction requested in our previous letter, a copy of which is attached. Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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: 698A00014842

*3/23 called re: refund;
changed mind. Don't refund.*

**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. Imagery Creative Office, Entertainment 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. Wilmington, DE 3. 59-3437187
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/30/98 5. NONE
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/23/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 621352 (407) 282-0809.
Orlando FL 32862
(Current mailing address)

8. "General Purpose"
(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: Rayon Rayne

Office Address: 5547 Gatlin AD Smit #5 32812
Orlando, FL, Florida, 32812
(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.

[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.

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

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

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.

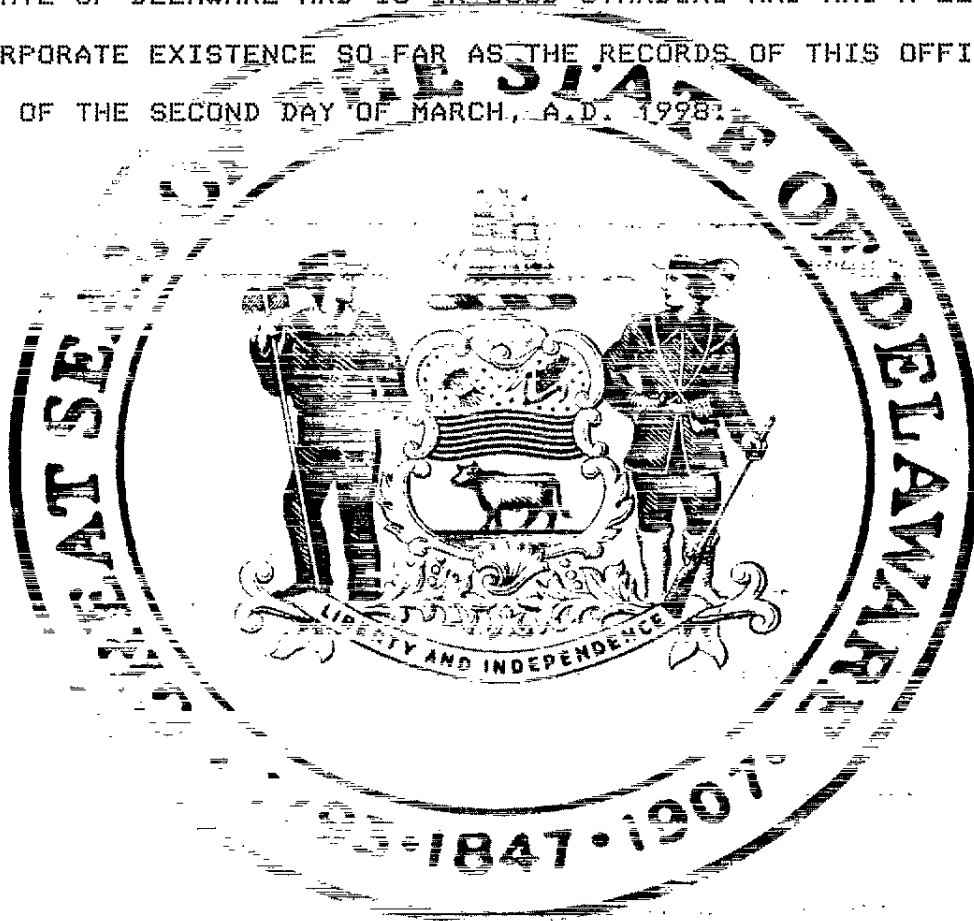
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAGERY CREATIVE OFFICE, ENTERTAINMENT 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 MARCH, A.D. 1998.



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Edward J. Freel, Secretary of State

8948033

AUTHENTICATION:

DATE:

03-02-98