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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Internet Images, Inc.
(Name of corporation - must include suffix)

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*****78.75 *****78.75

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:

Arthur L. Mac Donald

(Name of Person)

Internet Images, Inc.

(Firm/Company)

5415 Lake Howell Rd #301

(Address)

Winter Park FL 32792

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Arthur L. Mac Donald
(Name of Person)

at (407) 925-5928
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Internet 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. Belize 3. NA
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 15 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. BUSINESS WILL START UPON RECEIPT OF AUTHORIZATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5415 LAKE HOWELL RD #301
WINTER PARK FL 32792
(Current mailing address)
8. Web Page design services and provider
(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: Thomas W. Roberts
Office Address: 2390 OLD US Hwy 441
MOUNT DORA, Florida, 32757
(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.

Thomas W. Roberts
(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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: Arthur L. MacDonald

Address: ~~5415~~ 5415 Lake Howell Rd #301
Winter Park FL 32792

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Arthur L. MacDonald

Address: 5415 Lake Howell Rd #301

Vice President: _____

Address: _____

Secretary: Arthur L. MacDonald

Address: Same

Treasurer: Arthur L. MacDonald

Address: - Same

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

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

14. Arthur L. MacDonald, President
(Typed or printed name and capacity of person signing application)

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BELIZE

THE INTERNATIONAL BUSINESS COMPANIES ACT, 1990

CERTIFICATE OF GOOD STANDING

I, MANUEL E. MARTIN, DEPUTY Registrar of International Business Companies,
DO HEREBY CERTIFY, pursuant to Section 125 of the International Business Act that,

INTERNET IMAGES, INC.

(a company incorporated under the said Act) is of good standing
as of the date set out below.

This certificate confirms that none of the following have occurred in relation to the above named company at the date hereof: (a) the company has submitted to the Registrar articles of merger or consolidation that have not yet become effective; (b) the company has submitted to the Registrar articles of arrangement that have not yet become active; (c) the company is in the process of being wound up and dissolved; (d) any proceedings to strike the name of the company off the Register have been instituted.

GIVEN under my hand and Seal at Belize City this 19th day of January One thousand nine hundred and ninety-eight.

MR. M. E. MARTIN, DEPUTY REGISTRAR OF
INTERNATIONAL BUSINESS COMPANIES.

