F98000005620

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Image Access, 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:

Jim Dry
(Name of Person)

Image Access, Inc.
(Firm/Company)

3322 Hessmer Avenue
(Address)

Metairie, LA 70002
(City/State/Zip)

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

100002650201--2
-09/28/98--01098--005
*****78.75 *****78.75

Jim Dry at (504) 456-3131 W98-22127
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 12: 34

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

JIM DRY
IMAGE ACCESS, INC.
3322 HESSNER AVENUE
METAIRIE, LA 70002

SUBJECT: IMAGE ACCESS, INC.
Ref. Number: W98000022127

We have received your document for IMAGE ACCESS, 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:

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.

THE PROPER PROCEDURE TO ADOPT A DBA NAME IS TO COMPLETE THE ENCLOSED RESOLUTION. ALSO THE ADOPTED NAME MUST CONTAIN A CORPORATE SUFFIX.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00048604

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jim R. Day (Name), do hereby certify

that this Resolution of the Board of Directors of Image Access, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Louisiana,

was duly adopted on October 5, 1998.

Be it resolved, that Image Access, Inc. (Corporate Name),

organized and existing in the State of Louisiana, hereby adopts the name

Image Access Communications, Inc. for use in Florida.

Dated: 10/5/98

Jim R. Day

Signature of either Chairman, Vice Chairman or any officer

Jim R. Day

Type or print name

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98 OCT -8 PM 12:34

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. Image Access, 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. Louisiana
(State or country under the law of which it is incorporated)

3. 72-1401273
(FEI number, if applicable)

4. 4/7/97
(Date of incorporation)

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

6. Plan to start Jan. 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3322 Hessmer Ave.
Metairie, LA 70002
(Current mailing address)

8. Resell Local Telephone Service
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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98 OCT -8 PM 12: 34

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.

Victor Alfano
(Registered agent's signature)
Victor Alfano, Assistant Secretary

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: Gene R. Dry

Address: 3322 Hessmer Ave
Metairie, LA 70002

Vice Chairman: Jim R. Dry

Address: 3322 Hessmer Ave.
Metairie, LA 70002

Director: Richard R. Jaubert

Address: 3322 Hessmer Ave
Metairie, LA 70002

Director:

Address:

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

President: Gene R. Dry

Address: 3322 Hessmer Ave.
Metairie, LA 70002

Vice President: Jim R. Dry

Address: 3322 Hessmer Ave
Metairie, LA 70002

Secretary: Richard R. Jaubert

Address: 3322 Hessmer Ave.
Metairie, LA 70002

Treasurer:

Address:

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

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

14. Jim R. Dry Vice Chairman
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA

State of Louisiana

UNION JUSTICE AND CONFIDENCE

Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the Articles of Incorporation of

IMAGE ACCESS, INC.

Domiciled at METAIRIE, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation was issued on April 07, 1997,

I further certify that no Certificate of Dissolution has been issued.

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DIVISION OF CORPORATIONS
98 OCT -8 PM 12:34

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

September 16, 1998

Fox McKeithen

STATE OF LOUISIANA
UNION JUSTICE CONFIDENCE
SECRETARY OF STATE

CAS 34556476D *Secretary of State*

CERTIFICATE SS 102 S (R-3/88)