

F 99 0000001472

IT CORPORATION SYSTEM

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

February 8, 1999

600002779476--1
-02/18/99-01064-003
*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: IMAC, Inc.

w99-4210

Dear Sir/Madam:

Please file the enclosed qualification in your office. Our check in the amount of \$70 is enclosed to cover your fees. Please forward evidence to my attention by mail.

Thank you for your kind assistance.

Yours very truly,

Suzette McNally
Senior Customer Specialist

/s/mm

Enclosures

HL 3/28
FILED
99 MAR 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 18, 1999

SUZETTE MCNALLY
CT CORPORATION SYSTEM
454 NORWEST MIDLAND BANK BLDG
MINNEAPOLIS, MN 55401

SUBJECT: IMAC, INC.
Ref. Number: W99000004210

We have received your document for IMAC, INC. and your check(s) totaling \$70.00. 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.

Please return your document, along with a copy of this letter, within 30 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 Specialist

Letter Number: 199A00007510

CT CORPORATION SYSTEM

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

March 16, 1999

Lee Rivers
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: IMAC, Inc.
Ref Number: W99000004210
Letter Number: 199A00007510

Dear Lee Rivers:

Pursuant to instructions received in your letter of February 18, 1999 (copy attached), we enclose a Resolution to Adopt the fictitious name IMACX, Inc. Please proceed with the filing and forward evidence to my attention by mail.

Thank you for your kind assistance.

Yours very truly,

Suzette McNally
Senior Customer Specialist

/smm

Enclosures

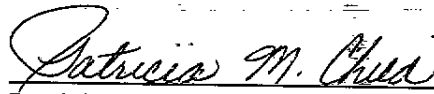
RESOLUTION OF BOARD OF DIRECTORS

CORPORATION ADOPTING A FICTITIOUS NAME
FOR USE IN THE STATE OF FLORIDA

I, Patricia M. Child, do hereby certify that this Resolution of the Board of Directors of IMAC, Inc., a corporation duly organized under the laws of the State of Delaware, was duly adopted on March 10, 1999.

RESOLVED, that IMAC, Inc. organized and existing in the State of Delaware, hereby adopts the name IMACX, Inc. for use in Florida.

Dated: 3/10, 1999



Patricia M. Child

Vice President and Chief Financial Officer

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. IMAC, 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
(State or country under the law of which it is incorporated)
3. Pending
(FEI number, if applicable)
4. December 28, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 111 East Wacker Drive, Suite 3000, Chicago, Illinois 60601
(Current mailing address)
8. To hold and transfer motor vehicle titles and/or leases as trustee of a trust established and with its Situs in Delaware.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Michele R. Swanson

(Registered agent's signature) (Officer)

Michele R. Swanson, Asst Secy

(Type Name and Title of Officer)

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99 MAR 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. _____

Patricia M. Child

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia M. Child, Vice President

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

**ATTACHMENT
IMAC, INC.**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Mark D. Hartzell	Director	U.S. Bank Trust National Association 180 East 5 th Street St. Paul, MN 55101
Frank Sgaraglino	Director	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
David S. Vick	Director & President	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Nancie J. Arvin	Vice President & Secretary	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Steven E. Charles	Vice President & Assistant Secretary	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Patricia M. Child	Vice President & Chief Financial Officer	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
Melissa A. Rosal	Vice President & Assistant Secretary	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Chicago, IL 60601
James R. Egan	Assistant Secretary	U.S. Bank Trust National Association 111 East Wacker Drive, Suite 3000 Minneapolis, MN 55402

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAC, 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 ELEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED

99 MAR 18 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9512827

01-11-99

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