

F99000000 1578

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002817020--7
-03/23/99--01108--006
*****78.75 *****78.75

SUBJECT: Imagine Design, 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:

Michael Wine

(Name of Person)

Imagine Design, Inc.

(Firm/Company)

4812 University DRive

(Address)

Coral Gables, FL 33146

(City/State/Zip)

FILED
STREET OF STATE
DIVISION OF CORPORATIONS
29 MAR 23 PM 3:15

mtu
3/24

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

Michael Wine

(Name of Person)

at (305 790-9875

(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

**IMAGINE DESIGN, INC.
DIRECTORS RESOLUTION IN LIEU OF MEETING OF
PURSUANT TO SECTION 607.0821 FLORIDA STATUTES**

The undersigned, being the sole director of Imagine Design, Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereby take the following actions by written consent in lieu of a meeting pursuant to §607.0821, Florida Statutes and certify as follows:

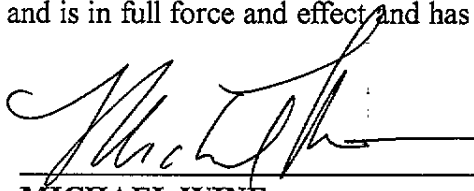
Imagine Design, Inc. (hereinafter referred to as the "Corporation") is a Delaware corporation in good standing under the laws of the State of Delaware.

The following resolutions were adopted by the sole director of the Corporation by written consent pursuant to the provisions of 607.0821, Florida Statutes:

"BE IT RESOLVED, by the director of Imagine Design, Inc., as follows:

Upon motion duly made and seconded, the director of the Corporation, accepts and acknowledges that The Michael Wine Company will be the name used by Imagine Design, Inc. when applying for authorization to conduct business in the State of Florida, and when conducting business in the State of Florida."

The resolution above quoted is outstanding and is in full force and effect and has not been modified, amended or rescinded in any manner.



MICHAEL WINE

Sole Director and Sole Shareholder

sae\wine\corp.res

FILED
SECRETARY OF STATE
DIV
09 MAR 23 PM 3:15

**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. Imagine Design, 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. 65-0422959

(FEI number, if applicable)

4. June 3, 1993

(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 817.155, F.S.))

99 MAR 23 PM 3:15

FILED
SECRETARY OF STATE
CORPORATIONS

7. 4812 University Drive

Coral Gables, FL 33146

(Current mailing address)

8. Strategic marketing and business development

(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: Michael Wine

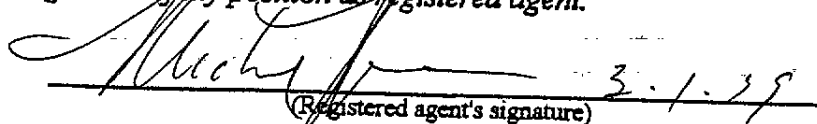
Office Address: 4812 University Drive

Coral Gables, , Florida, 33146

(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.


(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 laws of the state of origin.

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: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

Vice Chairman: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

Director: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

Director: _____

Address: _____

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

President: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

Vice President: _____

Address: _____

Secretary: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

Treasurer: Michael Wine

Address: 4812 University Drive, Coral Gables, FL 33146

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

13.  3.1.99

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

14. Michael Wine, President

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

99 MAR 23 PM 3:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAGINE DESIGN, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 23 PM 3:15



Edward J. Freel

Edward J. Freel, Secretary of State

2338974 8300

991060288

9578408

AUTHENTICATION:

DATE:

02-17-99