

F990000001747



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 151288 5040185

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : March 1, 1999

ORDER TIME : 9:47 AM

ORDER NO. : 151288-005

CUSTOMER NO: 5040185

CUSTOMER: Ms. Catheryn Mitchell  
Miller & Mitchell, P.c.  
863 State Road

Princeton, NJ 08540-1511

FILED  
99 APR -2 PM12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W99-5325

FOREIGN FILINGS

NAME: I4MEDIA, INC.

9000002794119--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED  
99 MAR -4 AM10:37  
DIVISION OF CORPORATION

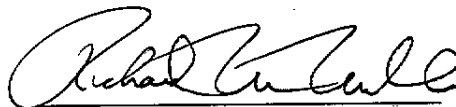
Conflict F98-99466

Richard M. Miller, Secretary of I4MEDIA, Inc., a corporation duly organized under the laws of the State of Pennsylvania, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 23<sup>rd</sup> day of March, 1999.

**"RESOLVED**, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name

CLEAR VIEW MEDIA DEVELOPMENT ENTERPRISES Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

**"FURTHER RESOLVED**, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Richard M. Miller, Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR -2 PM 12:07

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 4, 1999

CSC

, Attn: Angie

SUBJECT: I4 MEDIA, INC.  
Ref. Number: W99000005325

**RESUBMIT**  
Please give original  
submission date as file date.  
99 MAR -2 PM 12:01  
FILED  
RECEIVED  
FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned 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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

RECORDED  
99 MAR 25 AM 10:40  
DEPT OF STATE  
CORPORATION

Jennifer Sindt  
Document Examiner

Letter Number: 399A00010056

**FILED**

99 APR -2 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 25, 1999

CSC

SUBJECT: I4 MEDIA, INC.  
Ref. Number: W99000005325

RECEIVED  
99 APR -2 PM 9:56

FILED  
99 APR -2 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name that you have adopted, CELLO ENTERPRISES, is also not available for use in Florida. Please adopt another name. Please remember that the name you adopt must contain a corporate suffix.

The issue concerning penalty fees has not been addressed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 299A0001543

**RESUBMIT**  
Please give original  
submission date as file date.

AFFIDAVIT

State of New Jersey

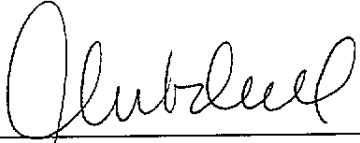
SS:

County of Mercer

FILED  
99 APR -2 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CATHRYN A. MITCHELL, ESQ., duly sworn, hereby deposes and says the following:

As attorney for I4MEDIA, Inc., a Pennsylvania Corporation, I prepared the authorization to conduct business in the state of Florida. I4MEDIA, Inc. has not yet transacted business in the State of Florida, and will not do so until properly qualified by the State of Florida.

  
Cathryn A. Mitchell, Esq.

SIGNED AND SWORN TO BEFORE ME THIS 31 DAY OF March, 1999.



Notary Public  
State of NJ

RICHARD M. MILLER  
ATTORNEY AT LAW  
STATE OF NEW JERSEY

## 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. I4 MEDIA, 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. Pennsylvania  
(State or country under the law of which it is incorporated)
3. 23-2969420  
(FEI number, if applicable)
4. 26 May 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 19 May 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. I4 Media, Inc.  
21 Pheasant Run New Hope PA 18938  
(Current mailing address)

8. Engaging in all lawful business for which Corporation may be incorporated.  
(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 acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.

By: [Signature]  
Corporation Service Company  
(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.

FILED  
 29 APR - 2 PM 12:07  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Ms. Marcie Lapidó

Address: 21 Pheasant Run

New Hope PA 18938

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Ms. Marcie Lapidó, President

Address: 21 Pheasant Run

New Hope PA 18938

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Richard M. Miller, Esq

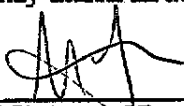
Address: Miller + Little P.O.

863 State Rd Princeton NJ 08540

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Ms. Marcie Lapidó, President  
(Typed or printed name and capacity of person signing application)

FILED  
99 APR - 2 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 01, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT, . . . . .

I4MEDIA, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania,  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein. . . . .



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

*Kim Ditzinger*

**ACTING**

Secretary of the Commonwealth

SSCH

**FILED**  
99 APR -2 PM12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA