

F9900000 4070

Law Offices
JEFFREY B. LATHE
303 Evernia Street
West Palm Beach, Florida 33401

Telephone 561.832.3725

Facsimile 561.832.6809

July 28, 1999

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002946015--6
-07/30/99--01064--001
*****78.75 *****78.75

Re: IMG Holdings, Inc.

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. The enclosed check for \$78.75 is for the Filing Fee and a Certificate of Status.

Please return all correspondence concerning this matter to the following:

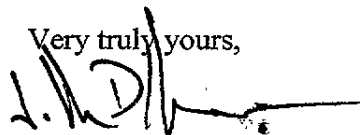
Jeffrey B. Lathe, Esq.
303 Evernia Street
West Palm Beach, FL 33401

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

Name	8/2/99
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	W.C.
Acknowledger	JBL/wpt DCC
Enclosure	
W. P. Verifier	DCC

Jeffrey B. Lathe, Esq. at (561) 832-3725. Thank you.

Very truly yours,


Jeffrey B. Lathe

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -9 PM 12:00

FILED

F9900000 4070

W990000017859

**Law Offices
JEFFREY B. LATHE
303 Evernia Street
West Palm Beach, Florida 33401**

Telephone 561.832.3725

Facsimile 561.832.6809

August 5, 1999

VIA AIRBORNE EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: IMG Holdings, Inc.
Number W99000017859

Dear Sir or Madam:

I understand through telephone contact with your office on August 3, 1999 that the "Application by Foreign Corporation for Authorization to Transact Business in Florida" of IMG Holdings, Inc. was rejected because the Resolution submitted with the Application was not suitable for imaging. To correct that defect, I enclose an original "Resolution of International Monetary Group, Inc. on July 15, 1999" for filing and imaging.

If all is in order, I would appreciate your issuing a Certificate of Status and delivering it to me at the following address:

Jeffrey B. Lathe, Esq.
303 Evernia Street
West Palm Beach, FL 33401

Should you need to call someone concerning this matter, please me at (561) 832-3725. Thank you so much for your assistance.

Very truly yours,


Jeffrey B. Lathe

JBL/wp
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 1999

JEFFREY B. LATHE, ESQ.
303 EVERNIA STREET
WEST PALM BEACH, FL 33401

SUBJECT: IMG HOLDINGS, INC.
Ref. Number: W99000017859

We have received your document for IMG HOLDINGS, 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 Resolution from the Board of Directors must be an original document. What you sent up is not acceptable for imaging.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00039152

Resolution of International Monetary Group, Inc. on July 15, 1999

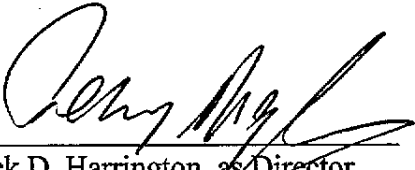
At a meeting of the directors of International Monetary Group, Inc. of 1313 N. Market Street, City of Wilmington, County of New Castle, State of Delaware, held at the office of the corporation on July 15, 1999, the following resolutions were adopted:

"Resolved, that for the purpose of registering as a foreign profit corporation to transact business in Florida, the corporation adopts the name of "IMG Holdings, Inc." as the corporate name under which it shall transact business in Florida; and it is further

Resolved, that Jeffrey B. Lathe, a resident of 303 Evernia Street, City of West Palm Beach, County of Palm Beach, State of Florida, is designated and appointed by the corporation as its registered agent on whom service of process in the courts of the State of Florida may be served in the manner provided by law."

The registered agent's post office address is 303 Evernia Street, City of West Palm Beach, County of Palm Beach, State of Florida.

I, Patrick D. Harrington, depose and say that I am director of International Monetary Group, Inc. and that the above is a true and correct copy of the resolutions adopted by the board of directors of the corporation on July 15, 1999.


Patrick D. Harrington, as Director

FILED
99 AUG -9 PM 12:00
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.*

International Monetary Group, Inc. d/b/a
1. IMG HOLDINGS, 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 3. 65-0337388
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 27, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon authorization
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1313 N. Market Street
Wilmington, DE 19801-1151
(Current mailing address)

8. All legal business
(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: Jeffrey B. Lathe

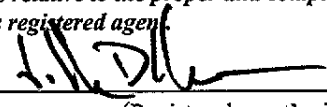
Office Address: 303 Evernia Street

West Palm Beach, Florida, 33401
(Zip code)

FILED
99 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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: Patrick D. Harrington

Address: 900 U.S. Highway One, Suite 108
Jupiter, Florida 33477

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Patrick D. Harrington

Address: 900 U.S. Highway One, Suite 108
Jupiter, Florida 33477

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. *Patrick D. Harrington, Pres.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick D. Harrington, as President
(Typed or printed name and capacity of person signing application)

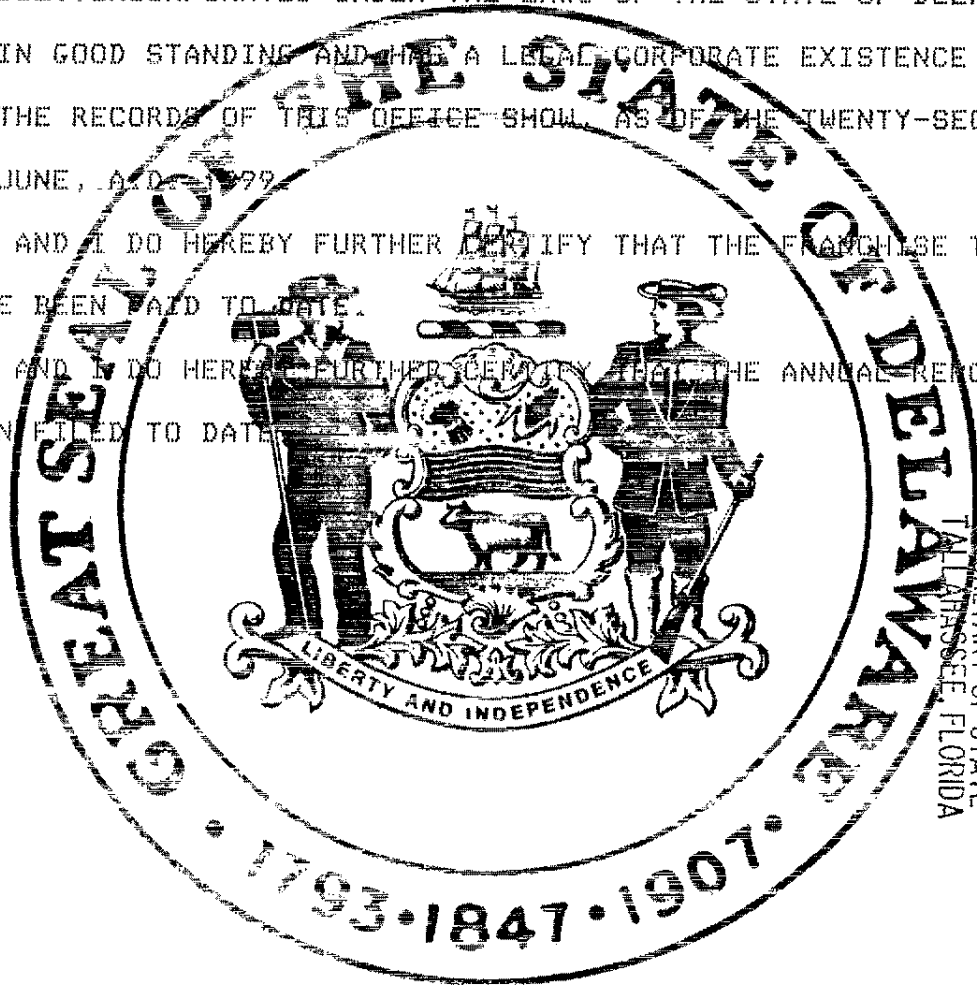
FILED
99 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL MONETARY GROUP, 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 TWENTY-SECOND DAY OF JUNE, A.D. 1999.

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

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



FILED

99 AUG -9 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2754485 8300

991250671

AUTHENTICATION:

9818869

DATE:

06-22-99