

100000001014

TRANSmittAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: IMAGES REMEMBERED LLC
(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:

WALTER R. HOLDAMPF 700003108747--4
-01/24/00--01122--012
(Name of Person) *****78.75 *****78.75

IMAGES REMEMBERED LLC 700003108747--4
-03/13/00--01148--002
(Firm/Company) *****46.25 *****46.25

2512 LAWDALE AVE
(Address)

EVANSTON FL 60201
(City/State/Zip)

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

CRAIG CICERO at (407) 695-9766
(Name of Person) (Area Code & Daytime Telephone Number)

W-239

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MAY 26 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

M00-1014
SA 5/26



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 2000

WALTER R. HOLDAMPF
IMAGES REMEMBERED LLC
2512 LAWNSDALE AVE
EVANSTON, IL 60201

SUBJECT: IMAGES REMEMBERED LLC
Ref. Number: W00000002399

We have received your document for IMAGES REMEMBERED LLC and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

We are enclosing the proper form(s) with instructions for your convenience.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 700A00003906

00 MAY 26 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2000

WALTER R. HOLDAMPF
IMAGES REMEMBERED LLC
2512 LAWNSDALE AVE
EVANSTON, IL 60201

SUBJECT: IMAGES REMEMBERED LLC
Ref. Number: W00000002399

We have received your document for IMAGES REMEMBERED LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 100A00013871

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



April 29, 2000

Shawn Logan
Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Shawn:

Reference your Letter Number 100A00013871 of March 13, 2000.

We have secured the required original certificate of existence from the state of Illinois per your request. I believe this fulfills all of your requirements. If you have further questions, please call me at (847) 475-7122 or e-mail me at www.holdampf@cs.com.

Thank you for your cooperation and patience.

Sincerely,

Walter R. Holdampf, Managing Member

00 MAY 26 PM 1:16
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. IMAGES REMEMBERED L.L.C.
(Name of foreign limited liability company)
2. ILLINOIS
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4283367
(FEI number, if applicable)
4. 4-13-99
(Date of Organization)
5. 30 yr.
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2512 Lawndale Ave
Evanston, IL 60201
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Walter Holdampf, 2512 Lawndale, Evanston IL 60201
- Craig Cicero, 1552 Almond Ct, Casselberry FL 32707
- Joseph Lyons, 12103 Swallow, Austin TX 78750
- Thomas Steimer, 4618 Armeey Point, Norcross, GA 30092

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Sale of photographic imaging technology, equipment and supplies.

Walter R. Holdampf
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WALTER R. HOLDAMPF
Typed or printed name of signee

DO MAY 26 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

IMAGES REMEMBERED LLC

2. The name and the Florida street address of the registered agent and office are:

CRAIG CICERO
(Name)

1552 ALMOND Ct.
Florida street address (P.O. Box NOT ACCEPTABLE)

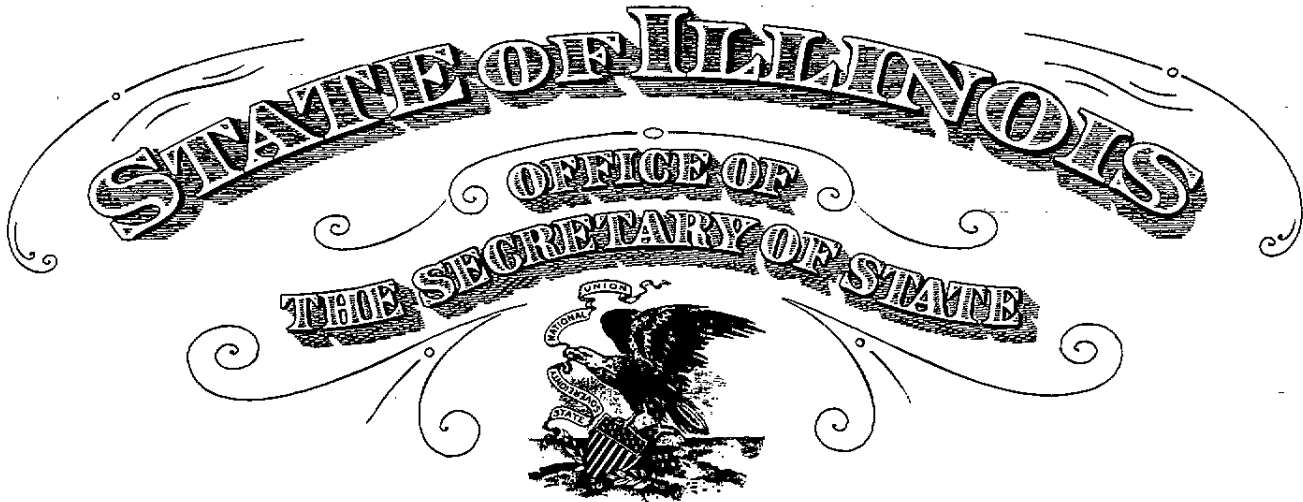
CASSELBERRY FL 32707
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Craig Cicero
(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

IMAGES REMEMBERED LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 13, 1999,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.

*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* _____ *24TH*
day of _____ *APRIL* _____ *A.D. 2000* .



Jesse White

SECRETARY OF STATE