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LIBBEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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ALBANY
BOSTON
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HOUSTON
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SALT LAKE CITY
SAN FRANCISCO

GOODWIN SQUARE
225 ASYLUM STREET
HARTFORD, CT 06103
(860) 293-3500
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WRITER'S DIRECT DIAL:
860-293-3562
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LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
PARIS
BRUSSELS
JOHANNESBURG
(PTY) LTD.
MOSCOW
RIYADH
(AFFILIATED OFFICE)
TASHKENT
BISHKEK
ALMATY
BEIJING

February 19, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: International Corporate Marketing Group

200004962122--B
-02/20/02--01090--002
***125.00 ***125.00

Dear Sir or Madam:

On behalf of our client, International Corporate Marketing Group, Inc. ("ICMG") and in connection with ICMG's request for withdrawal from Florida, enclosed for filing please find behind Tab 1:

- Application by Foreign Corporation for Withdrawal of Authority to Transact Business; and
- Check in the amount of \$35.00 for the requisite filing fee.

As successor of ICMG, and in connection with its application for registration, enclosed for filing on behalf of International Corporate Marketing Group, LLC, please find behind Tab 2:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- Certificate of Designation of Registered Agent/Registered Office;
- Certificate of Good Standing; and

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02 FEB 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QR

Florida Secretary of State
February 19, 2002
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- Check in the amount of \$125.00 for the requisite filing fee.

Please return all correspondence to me at the address on the letterhead. Should you have any questions, please feel free to contact me.

Very truly yours,

Keri Meddaugh/cgr

Keri Meddaugh
Paralegal

Enclosures

cc: Sherri Enxuto

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. International Corporate Marketing Group, LLC
(Name of foreign limited liability company)
2. Delaware 3. 01-0573691
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 1, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 100 Campus Dr., Suite 250, Florham Park, NJ 07932
(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:

<u>Joseph F. Mahoney, Jr., Manager and President</u>	<u>Thomas M. Marra, Manager</u>
<u>100 Campus Dr., Suite 250</u>	<u>200 Hopmeadow St.</u>
<u>Florham Park, NJ 07932</u>	<u>Simsbury, CT 06089</u>

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 insurance and any ancillary acts in connection thereto.

Thomas M. Marra
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.)

Thomas M. Marra, President

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

International Corporate Marketing Group, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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..

C T Corporation System

(Signature)

**SALLIE ANNETTA GRAY
SPECIAL ASSISTANT SECRETARY**

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

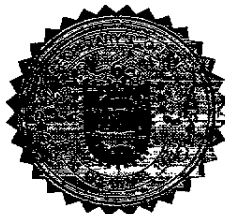
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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL CORPORATE MARKETING GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JANUARY, A.D. 2002.



3471465 8300

020024885

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1560162

DATE: 01-15-02