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IMAGEMATRIX CORP  
Form 15-12G  
February 20, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-20747

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ImageMatrix Corporation

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(Exact name of registrant as specified in its charter)

600 17th Street, Ste. 2800 South Denver, CO 80802

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$.001 par value

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(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date:  
32

Pursuant to the requirements of the Securities Exchange Act of 1934, ImageMatrix Corporation has caused this Certification and Notice to be signed on its behalf by the undersigned duly authorized person.

ImageMatrix Corporation

Date: February 20, 2007

By: /s/ Michael Anthony

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Michael Anthony, Interim Director