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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

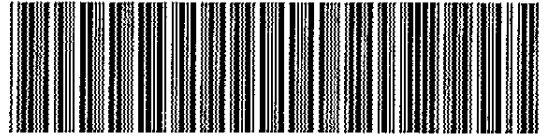
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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FROM SALINAS

TELEPHONE (831) 757-8937

February 20, 2003

JODI L. HORNER

JHomer@FentonKeller.com
ext. 283

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

Re: Application by Foreign Corporation for Authorization to Transact Business in
Florida
Our File: 32089.28861

Dear Clerk:

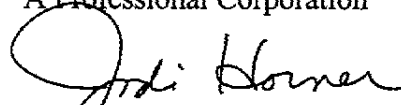
Enclosed is the original, and a copy to file and return, Application by Foreign Corporation for Authorization to Transact Business in Florida for Acuity Learning, Inc., along with the Transmittal Letter and Certificate of Status from the California Secretary of State.

Also enclosed is our check for \$87.50 to cover the filing fee, Certificate of Status and a certified copy. Please process and return a file stamped to us in the envelope provided.

If you have any questions, please do not hesitate to call.

Very truly yours,

FENTON & KELLER
A Professional Corporation



Jodi L. Horner
Administrative Assistant

JLM:jlh

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Acuity Learning, Inc.
(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:

Virginia E. Howard

(Name of Person)

Fenton & Keller

(Firm/Company)

P.O. Box 791

(Address)

Monterey, CA 93942-0791

(City/State and Zip code)

For further information concerning this matter, please call:

Virginia E. Howard

(Name of Person)

at (831) 373-1241

(Area Code & Daytime Telephone Number)

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Acuity Learning, 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. California 3. 57-1139918
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/25/02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

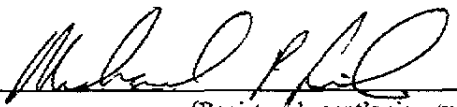
6. 3/15/03
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 465 Pacific Street, Suite 360, Monterey, CA 93940
(Principal office address)
465 Pacific Street, Suite 360, Monterey, CA 93940
(Current mailing address)

8. Educational Services
(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: Michael P. Link, Ph.D.
Office Address: 381 Castlewood Lane
New Smyrna Beach, Florida 32168-5069
(City) (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.


(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 business addresses of officers and/or directors:

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A. DIRECTORS

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Director: ~~Chairman:~~ Linda McGarvey-Levin, Ph.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: 335 Monroe Street
Monterey, CA 93940

Director: ~~Chairman:~~ Michael P. Link, Ph.D.

Address: 381 Castlewood Lane
New Smyrna Beach, FL 32168-5069

Director: John Stewart

Address: 1063 Parkway Drive
Pebble Beach, CA 93953

Director:

Address:

B. OFFICERS

CEO: ~~Chairman:~~ Linda McGarvey-Levin, Ph.D.

Address: 335 Monroe Street
Monterey, CA 93940

~~CEO~~ President: Michael P. Link, Ph.D.

Address: 381 Castlewood Lane
New Smyrna Beach, FL 32168-5069


Secretary: Linda McGarvey-Levin, Ph.D.

Address: 335 Monroe Street, Monterey, CA 93940

Treasurer: Linda McGarvey-Levin, Ph.D.

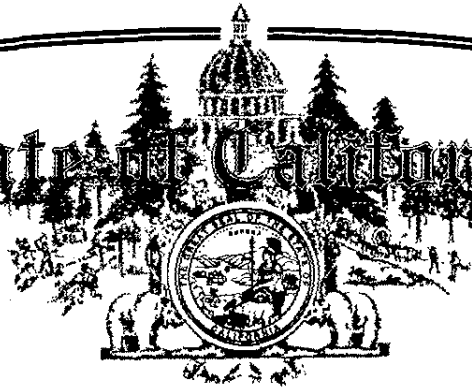
Address: 335 Monroe Street, Monterey, CA 93940

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

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

14. Michael P. Link, President
(Typed or printed name and capacity of person signing application)

State of California



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **25th day of November, 2002, ACUITY LEARNING, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

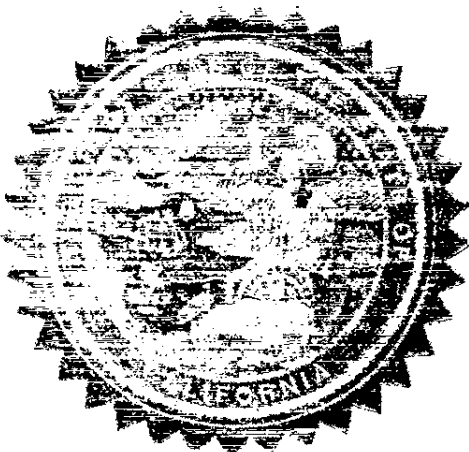
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 20, 2002.



Bill Jones
BILL JONES
Secretary of State

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