

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Acucorp, 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:

Betsy Collins
(Name of Person)

Acucorp, Inc.
(Firm/Company)

8515 Miralani Dr.
(Address)

San Diego, CA 92126
(City/State and Zip code)

For further information concerning this matter, please call:

Betsy Collins at (858) 689-4318
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 21, 2004

BETSY COLLINS
ACUCORP, INC.
8515 MIRALANI DR.
SAN DIEGO, CA 92126

SUBJECT: ACUCORP, INC.
Ref. Number: W04000028010

We have received your document for ACUCORP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 404A00046229

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DIVISION OF CORPORATIONS
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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.

1. Acucorp, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California (State or country under the law of which it is incorporated) 3. 33-0329454 (FEI number, if applicable)

4. November 29, 1988 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January 15, 2004 (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. 8515 Miralari Drive San Diego, CA 92126 (Principal office address)

8515 Miralari Drive San Diego CA 92126 (Current mailing address)

Computer Software - Retail Sales (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: William Nelson

Office Address: 212 Eglin Parkway SE, Suite C Fort Walton Beach, Florida 32548 (City) (Zip code)

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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:

A. DIRECTORS

Chairman: Pamela L. Coker

Address: 8515 Miralani Drive
San Diego, CA 92126

Vice Chairman: Tracy Drake Coker

Address: 8515 Miralani Drive
San Diego, CA 92126

Director: Richard Earnest

Address: 2194 San Dieguito Drive
Del Mar, CA 92026

Director: _____

Address: _____

B. OFFICERS

President: Pamela L. Coker

Address: 8515 Miralani Drive
San Diego, CA 92126

Vice President: Tracy Drake Coker

Address: 8515 Miralani Drive
San Diego, CA 92126

Secretary: Bronwyn E. Savary

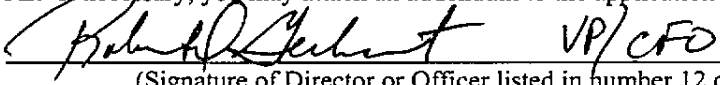
Address: 8515 Miralani Drive San Diego, CA 92126

Treasurer: Robert D. Gerhart

Address: 8515 Miralani Drive San Diego, CA 92126

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DIVISION OF CORPORATIONS

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

13.  VP/CFO
(Signature of Director or Officer listed in number 12 of the application)

14. ROBERT D. GERHART
(Typed or printed name and capacity of person signing application)



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

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **29th day of November, 1988, ACUCORP, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

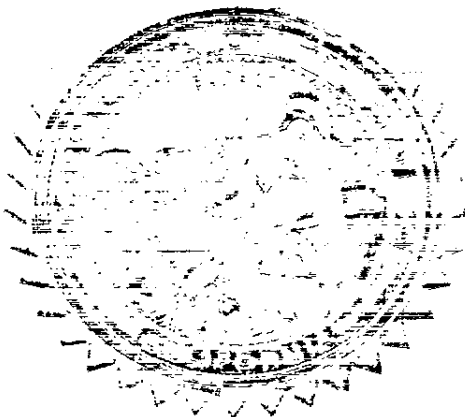
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 June 29, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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DIVISION OF CORPORATIONS
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