CT CORPORATION F02000003088

CORPORATION(S) NAME

Acacia Capital Corporation

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BK

(X) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(X) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
( ) Certified Copy	( ) Photocopies	(X) CUS 2
( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

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Name 6/18/02 Order#: 5423008
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Updater ______
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W.P. Verifier ______

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-06/18/02--01055--013
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200005815282--6
-06/18/02--01055--014
Amount: $ *****17.50 *****17.50

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. Acacia Capital Corporation
(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.)

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2. California
(State or country under the law of which it is incorporated)

3. 94-3307073
(FEI number, if applicable)

4. 06/03/1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual
(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. 411 Borel Avenue, Suite 606, San Mateo, CA 94402
(Principal office address)

400 E. Van Buren, Suite 650 Phoenix, AZ 85004
(Current mailing address)

8. Provide management services to real estate investment / finance partnerships and limited liability companies.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (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.

C T Corporation System

By: Candice C. Mallonee
(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

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Chairman: ______

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS *SEE ATTACHMENT*

President: F. Wesley Clelland, III

Address: 400 E. Van Buren, Suite 650

Phoenix, AZ 85004

Vice President: ______

Address: ______

______

Secretary: Robert E. Larson

Address: 411 Borel Avenue, Suite 606 San Mateo, CA 94402

Treasurer: ______

Address: ______

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. F. Wesley Clelland, III, President
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

1. Full Name: Robert E. Larson
   Officer/Director: Officer,Director
   Officer's Title: Chief Executive Officer, Secretary
   Business Address: 411 Borel Avenue, Suite 606
   City: San Mateo
   State: CA
   ZIP Code: 94402

2. Full Name: F. Wesley Clelland, III
   Officer/Director: Officer,Director
   Officer's Title: President
   Business Address: 400 E. Van Buren, Suite 650
   City: Phoenix
   State: AZ
   ZIP Code: 85004

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3. Full Name: Robert G. Leupold
   Officer/Director: Officer
   Officer's Title: Chief Operating Officer
   Business Address: 411 Borel Avenue, Suite 606
   City: San Mateo
   State: CA
   ZIP Code: 94402

State of California

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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 **3rd day of June, 1998, ACACIA CAPITAL CORPORATION** 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 May 10, 2002.

Bill Jones

BILL JONES
Secretary of State

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