

F98000006416

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COINUCOPIA, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002685743--0
-11/12/98--01062--001
*****70.00 *****70.00

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:

LOUIS J CERULLO
(Name of Person)
COINUCOPIA, INC
(Firm/Company)
9858 GLADES Rd Suite 103
(Address)
BOCA RATON, FLA 33434-3983
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 23 PM 4:02

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Should you need to call someone concerning this matter, please call:

W98-25601

LOUIS J CERULLO at (561) 483-6492
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1998

LOUIS J. CERULLO
COINUCOPIA, INC.
9858 GLADES ROAD SUITE 103
BOCA RATON, FL 33434-3983

SUBJECT: COINUCOPIA, INC.
Ref. Number: W98000025601

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TALLAHASSEE, FLORIDA

We have received your document for COINUCOPIA, 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):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00054838

**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. COINUCOPIA, 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. DELAWARE 3. 95-4644134
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/97 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. COINUCOPIA, INC. 9858 GLADES RD SUITE 103
BOCA RATON, FLA 33434-3983
(Current mailing address)
8. TO TRANSACT ALL BUSINESS AS REQUIRED BY THE CORPORATION
(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: LOUIS J CERULLO
- Office Address: 9718A BOCA GARDENS CIR N
BOCA RATON, FLA, Florida, 33486
(Zip code)

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TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: CAMILLE CERULLO

Address: 9030 HARRATT STREET #23
WEST HOLLYWOOD, CA 90069

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: CAMILLE CERULLO

Address: 9030 HARRATT STREET #23
WEST HOLLYWOOD, CA 90069

Vice President:

Address:

Secretary: LOUIS J CERULLO

Address: 9718A BOCA GARDENS C/R N
BOCA RATON, FLA 33496

Treasurer:

Address:

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

13.

Louis J Cerullo

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

14.

LOUIS J CERULLO, SECRETARY

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COINUCOPIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2761083 8300

981414531

AUTHENTICATION:

9379579

DATE:

10-29-98