

FD1000006453

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NUCOTEC, INC., a Nevada corporation
(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:

Suzanne Marx 700004728357--0
(Name of Person) -12/17/01--01052--007
SENN PALUMBO MEULEMANS, LLP *****87.50 *****87.50
(Firm/Company)
18301 Von Karman Avenue, Suite 850
(Address)
Irvine, CA 92612-1009
(City/State and Zip code)

For further information concerning this matter, please call:

Suzanne Marx at (949) 442-0300
(Name of Person) (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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 17 PM 8:13
FILED

mnt
12/19

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

- 1. NUICOTEC, 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. Nevada 3. 94-3409645
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 10-08-01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon qualification
(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. 1080 S.E. 3rd Avenue, Ft. Lauderdale, FL 33316
(Principal office address)
1080 S.E. 3rd Avenue, Ft. Lauderdale, FL 33316
(Current mailing address)
- 8. Holding company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

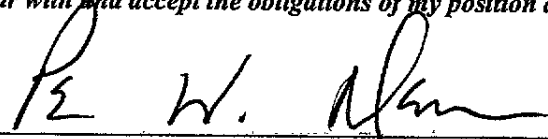
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Peter W. Mettler
Office Address: 140 Royal Palm Way, Ste. 202
Palm Beach, Florida 33480
(City) (Zip code)

01 DEC 17 PM 8:13
FILED
SECRETARY OF STATE
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: EARL T. SHANNON

Address: 1080 S.E. 3rd Avenue, Ft. Lauderdale, FL 33316

Vice Chairman:

Address:

Director: Steven W. Hudson

Address: 1080 S.E. 3rd Avenue

Ft. Lauderdale, FL 33316

Director: Scott W. Bodenweber

Address: 508 Bontana Avenue

Ft. Lauderdale, FL 33301

B. OFFICERS

President: Earl T. Shannon

Address: 1080 S.E. 3rd Avenue

Ft. Lauderdale, 33316

Vice President:

Address:

Secretary: Steven W. Hudson

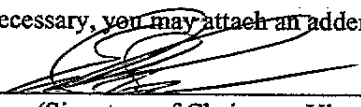
Address: 1080 S.E. 3rd Avenue, Ft. Lauderdale, FL 33316

~~CFO~~
~~Treasurer:~~ Scott W. Bodenweber

Address: 1080 S.E. 3rd Avenue, Ft. Lauderdale, FL 33316

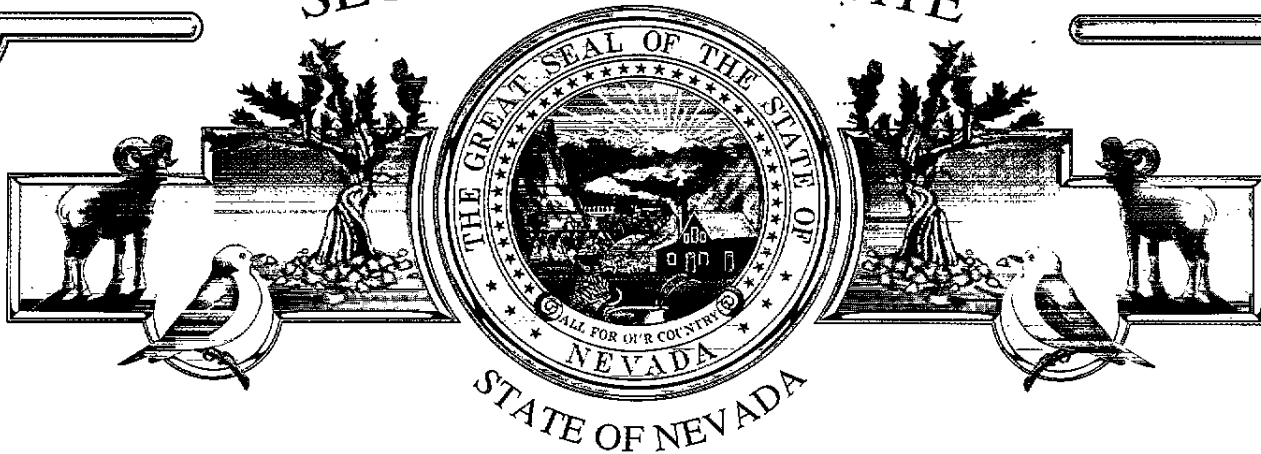
FILED
01 DEC 17 PM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Earl T. Shannon, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **NUCOTEC, INC.** did on **October 8, 2001** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **October 8, 2001**.

FILED
01 OCT 17 PM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Dean Heller

Secretary of State

By *Angela Clark*
Certification Clerk