



# FOI00000 6436

ACCOUNT NO. : 072100000032

REFERENCE : 372295 7283043

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 87.50

FILED  
01 DEC 18 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2001

ORDER TIME : 11:03 AM

ORDER NO. : 372295-010

CUSTOMER NO: 7283043

200004730492--6

CUSTOMER: Mr. Patrick Bays  
Mr. Patrick Bays  
110 Interlachen Court

Avondale, PA 19311

FOREIGN FILINGS

NAME: NUCLEUS HOLDINGS INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

RECEIVED  
01 DEC 18 PM 12:18  
DIVISION OF CORPORATION

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

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

FILED  
DEC 18 PM 1:24  
TALLAHASSEE  
STATE OF FLORIDA

1. NUCLEUS HOLDINGS, 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

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

3.

23-3094090

(FEI number, if applicable)

4. 08-22-2001

(Date of incorporation)

5.

PERPETUAL

(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. 110 INTERLACHEN COURT, AVONDALE, PA, 19311

(Principal office address)

SAME

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

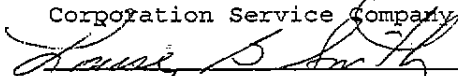
(City)

(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.

Corporation Service Company



(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: PATRICK BAYS.

Address: 110 INTERLACHEN COURT.  
AVONDALE, PA, 19311

Vice Chairman: BRIQUITE BAYS.

Address: 5000 GULF BOULEVARD, UNIT 104.  
ST. PETERSBURG, FLORIDA 33706.

Director: CAROLE BAYS

Address: 110 INTERLACHEN COURT  
AVONDALE, PA, 19311

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: PATRICK BAYS

Address: 110 INTERLACHEN COURT.  
AVONDALE, PA, 19311

Vice President: BRIQUITE BAYS

Address: 5000 GULF BOULEVARD, UNIT 104  
ST. PETERSBURG, FLA. 33706.

Secretary: CAROLE BAYS.

Address: 110 INTERLACHEN COURT, AVONDALE, PA, 19311

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. PATRICK BAYS, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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01 DEC 18 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUCLEUS HOLDINGS, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NUCLEUS HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3428455 8300

AUTHENTICATION: 1506993

010645916

DATE: 12-17-01