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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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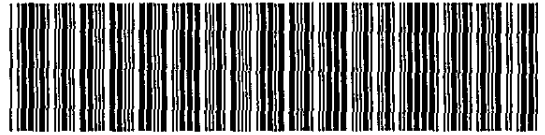
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W03-29842

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nichdas & Co.
(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:

Gibran Nicholas
(Name of Person)

Nicholas & Co.
(Firm/Company)

20312 Maura Dr.
(Address)

St. Clair Shores MI 48080
(City/State and Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Gibran Nicholas at (586) 772-4711
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 15, 2003

GIBRAN NICHOLAS
20312 MAUER DR
ST CLAIR SHORES, MI 78080

SUBJECT: NICHOLAS & CO
Ref. Number: W03000029842

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NICHOLAS & CO and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 803A00056231

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. Nicholas & Co.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- *Nicholas & Co. mortgage Planning Solutions*
 (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Michigan 3. 38-3542610
 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 13, 2000 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. 20312 Manor Dr. - St. Clair Shores, MI 48080
 (Principal office address)

11
 (Current mailing address)

8. Any lawful purpose
 (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: CT Corporation System

Office Address: c/o Ct Corporation System 1200 South Pine Island & Plantation, Florida 33324
 (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.

Claudia L. Saari
 (Registered agent's signature) Claudia L. Saari
 Asst. Secretary

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:
 ① Gibran Nicholas ② Gabriel Nicholas

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Gabriel Nicholas

Address: 20312 Mauer Dr.
St. Clair Shores, MI 48080

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Gibran Nicholas

Address: 20312 Mauer Dr.
St. Clair Shores, MI 48080

Vice President: Gibran Nicholas

Address: _____

Secretary: Gibran Nicholas

Address: _____

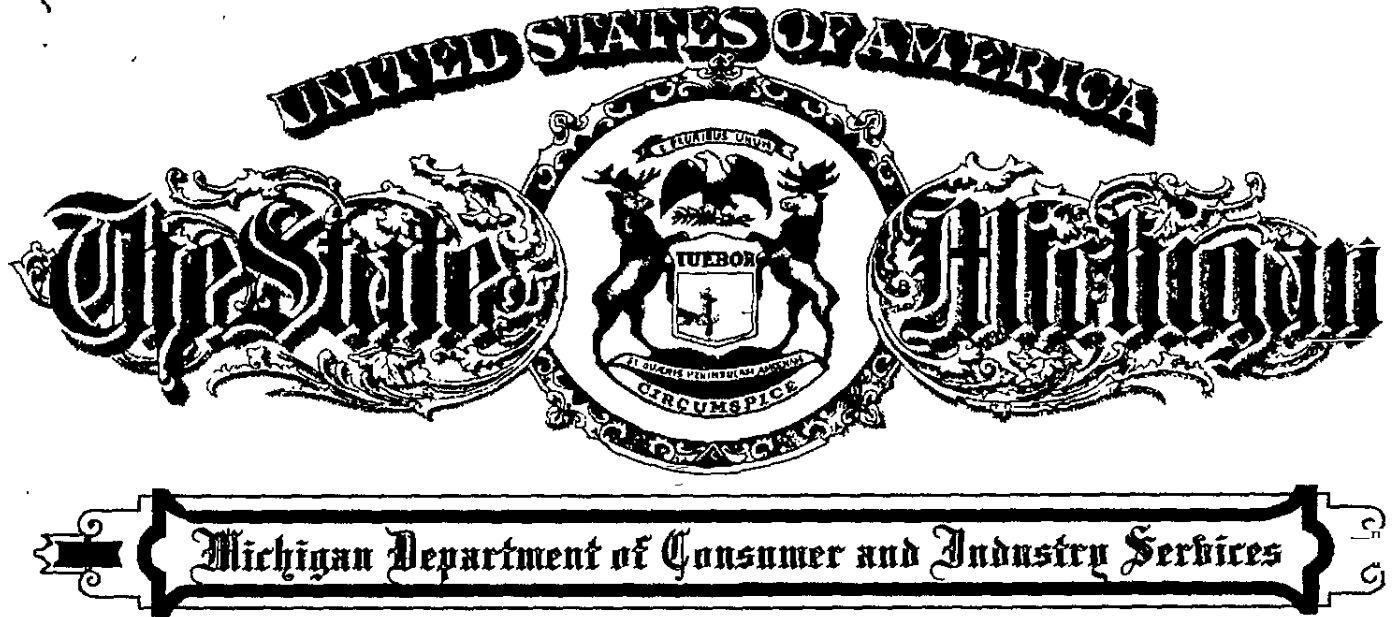
Treasurer: _____

Address: _____

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

13. Gibran Nicholas
(Signature of Director or Officer listed in number 12 of the application)

14. Gibran Nicholas
(Typed or printed name and capacity of person signing application)



Lansing, Michigan

This is to Certify That

NICHOLAS & CO.

was validly incorporated on June 13, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of September, 2003.

 , Director

Bureau of Commercial Services