

F9800000179/

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Noraline, Inc.  
(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:

James A. Simpson, Esq.  
(Name of Person)  
Simpson Zelenock, P.C.  
(Firm/Company)  
260 East Brown Street, Suite 300  
(Address)  
Birmingham, Michigan 48009-6232  
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

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James A. Simpson at ( 248 ) 647-0200  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER 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

**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. Noraline, 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. Michigan 3. 38-3171637  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 14, 1994 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13575 Sandy Key Drive, Unit 826  
Pensacola, Florida 32507  
(Current mailing address)

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the  
8. Business Corporation Act of Michigan and within the State of Florida  
(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: Maurice R. Simpson

Office Address: 13575 Sandy Key Drive, Unit 826

Pensacola, Florida, 32507  
(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.*

Maurice R. Simpson  
(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: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: Maurice R. Simpson

Address: 13575 Sandy Key Drive, Unit 826

Pensacola, Florida 32507

Vice President: James A. Simpson

Address: 260 East Brown Street, Suite 300

Birmingham, Michigan 48009

Secretary: Jacklyn L. Bisogni

Address: 260 East Brown Street, Suite 300

Birmingham, Michigan 48009

Treasurer: Maurice R. Simpson

Address: 13575 Sandy Key Drive, Unit 826

Pensacola, Florida 32507

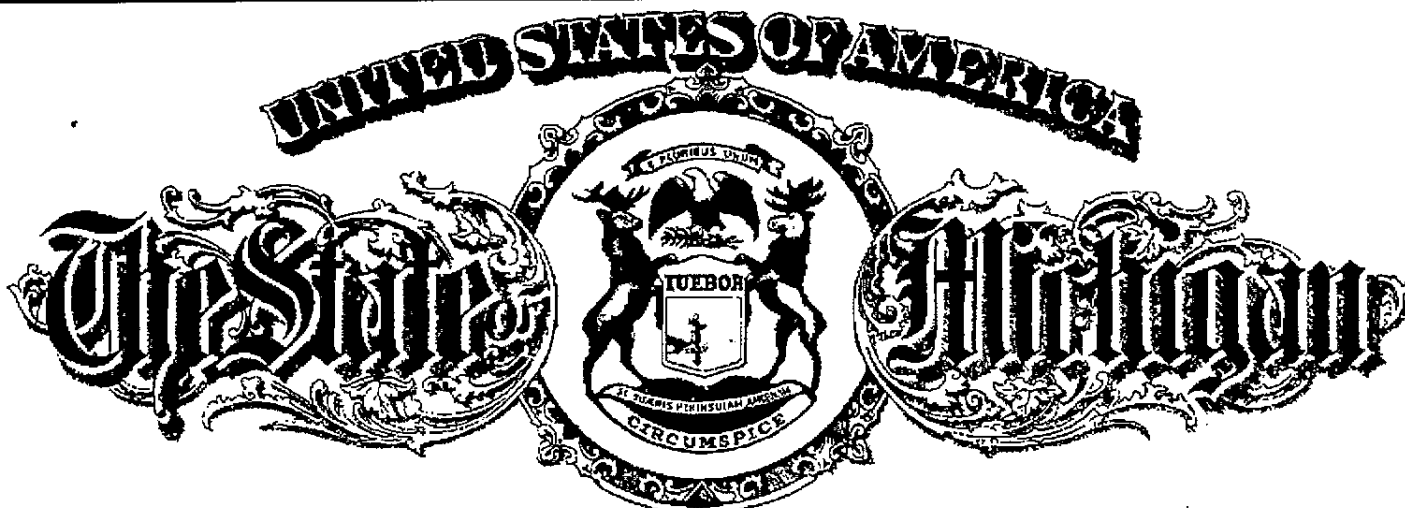
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Maurice R. Simpson

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

14. Maurice R. Simpson, President

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



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

NORALINE, INC.

was incorporated on April 14, 1994, as a Michigan profit corporation,  
and said corporation is in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing  
in this office as of this date and is duly authorized to transact business or conduct  
affairs in Michigan and for no other purpose. It is in the usual 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 and affixed the Seal of the Department,  
in the City of Lansing, this 20th day  
of February, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau