

F98000004966

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: First of Michigan 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:

Jeffrey D. Plopa
(Name of Person)
First of Michigan Corporation
(Firm/Company)
300 River Place, Suite 4000
(Address)
Detroit, Michigan 48207
(City/State/Zip)

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

Jeffrey D. Plopa - Senior V.P. and General Counsel at (313) 259-2600
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

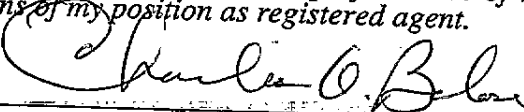
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. FIRST OF MICHIGAN CORPORATION
(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. 88-0540750
(FEI number, if applicable)
4. 10-26-71
(Date of Incorporation)
5. Perpetual
(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. First of Michigan Corporation, 300 River Place, Suite 4000
Detroit, Michigan 48207
(Current mailing address)
8. Broker/dealer of securities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Charles Balose
Office Address: 3905 S.E. 19th Avenue
Cape Coral, Florida, 33904
(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.


(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: Albert G. Lowenthal

Address: 125 Broad Street
New York, New York 10004-2472

Vice Chairman: Bruce Rockwell

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

Director: Elaine Roberts

Address: 20 Eglinton Ave. West, Suite 1110
Toronto, Ontario, Canada M4R1K8

Director: Angus Oughtred

Address: 20 Eglinton Avenue West, Suite 1110
Toronto, Ontario, Canada M4R1K8

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

Vice Chairman
~~President~~: Bruce Rockwell

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

Senior
Vice President: Branch Administration - Chris Kontos

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

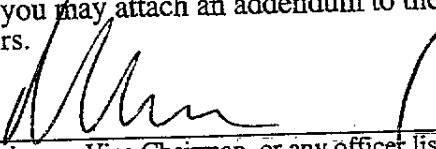
Secretary: Lenore Denys

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

Chief Accounting Officer
~~Treasurer~~: Cathy Laich

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

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. Albert G. Lowenthal - Chairman
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO APPLICATION

Additional Directors:

Director: Edward Soule

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

Director: Mark Shobe

Address: 300 River Place, Suite 4000
Detroit, Michigan 48207

Director: Albert G. Lowenthal

Address: 125 Broad Street
New York, New York 10004-2472

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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 "FIRST OF MICHIGAN CORPORATION" 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-FOURTH DAY OF AUGUST, A.D. 1998.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9267561

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