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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

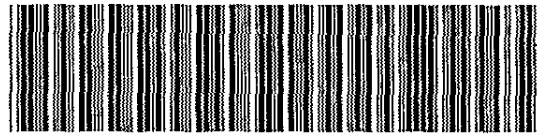
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Bartholomew Investments 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:

J. Michael Bartholomew
(Name of Person)

Home Lending Place
(Firm/Company)

16959 Bernardo Center Drive, Suite 201
(Address)

San Diego CA 92128
(City/State and Zip code)

For further information concerning this matter, please call:

J. Michael Bartholomew (Name of Person) (958) 605-~~XXXX~~ 3400 (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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.

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1. Bartholomew Investments, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Home Lending Place
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 27-0105751
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 10/4/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607 1501 & 607.1502, F.S., to determine penalty liability)

7. 110959 Bernardo Center Drive, Suite 201, San Diego CA 92128
(Principal office address)

Same
(Current mailing address)

8. Conducting mortgage broker business
(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 NOI acceptable)

Name: Monica Hewitt

Office Address: 6024 Candler Terr.

Sebring, Florida 33876
(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.

Monica Hewitt

(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: James Michael Bartholomew

Address: 16959 Bernardo Center Drive, Suite 201
San Diego CA 92128

Vice Chairman: Valentina Marie Bartholomew

Address: 16959 Bernardo Center Drive, Suite 201
San Diego CA 92128

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: James Michael Bartholomew

Address: 16959 Bernardo Center Drive, Suite 201
San Diego CA 92128

Vice President: James Michael Bartholomew

Address: Same


Secretary: Valentina Marie Bartholomew

Address: Same

Treasurer: James Michael Bartholomew

Address: Same

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

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

14. James Michael Bartholomew, CEO
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **24th day of SEPTEMBER 2004, BARTHOLOMEW INVESTMENTS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 27, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State