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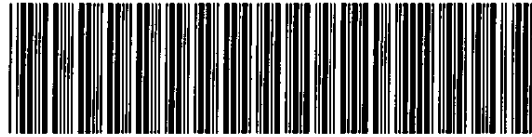
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 07 2006

SECRETARY OF STATE
DIVISION OF CORPORARION

P. O. Box 6327
Tallahassee, FL 32314

100 PLEASANT HILL LANE

TAMARAC, FL. 33319
JUNE 29TH, 2004

Re: NICK & FRIENDS INCORPORATED.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 87.50.

This represents the cost of the filing fees, Certified Copy of Incorporation and fee for Registered Agent Designation for the above named corporation ,ALSO CERTIFICATE OF STATUS..

Very truly yours,



FRANKLIN D. THOMAS-PRES.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: NICK & FRIENDS INCORPORATED. ..

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this the filing of these Articles with the Department of State.

ARTICLE III – PURPOSE

The natures of business and the objects and purpose proposed to be transacted, promoted and carried on, are to do with any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.: "The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida."

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE IV – CAPITAL STOCK

The amount of total authorized capital common stock of the corporation is divided into one hundred (100) shares having a par value of \$5.00 per share. These common stocks shall be designated as "Common shares"

ARTICLE V – PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as many are done, without issuance of fractional shares) at the price at which it was offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

THE street address of the initial registered office of this corporation is:

100 PLEASANT HILL LANE, TAMARAC,FL.33319.

THE CORPORATE MAILING ADDRESS SHALL BE THE SAME

And the name of the initial registered agent of this corporation at the address is:

FRANKLIN D. THOMAS

ARTICLE VII – INCORPORATORS

The names and addresses of the incorporators signing these Articles ARE:

FRANKLIN D. THOMAS . CARLA A. THOMAS
100 PLEASANT HILL LANE 100 PLEASANT HILL LANE
TAMARAC, FL. 33319 TAMARAC, FL. 33319
CLAUDETTE O. POWER
9898 GALLEON DRIVE
WEST PALM BCH. 33411

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The powers of the incorporators will terminate upon filing of the Certificate of Incorporation, and the Corporation shall have THREE (3) directors to hold office until the first annual meeting of the stock holders, and their successor shall have been duly elected and qualified or until his/her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

FRANKLIN D. THOMAS: PRES. . CARLA A. THOMAS: V.P
100 PLEASANT HILL LANE 100 PLEASANT HILL LANE
TAMARAC, FL. 33319 TAMARAC, FL. 33319
CLAUDETTE O. POWER: SECRETARY
9898 GALLEON DRIVE
WEST PALM BCH., FL. 33411

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The Directors shall have power to amend or appeal any provision contained in these Articles of Incorporation, to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgages and liens without limits as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the Corporation.

The By-Laws shall determine whether or to what extent of the accounts and books of this corporation, or any of them shall be open for inspection of the stockholders, and no stock holder

shall have any right of inspecting any account, or book or document of this Corporation, except as otherwise required by the law of the By-Laws, or resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Florida, at such places as may from time to time designated by the By-Laws or by resolution of the stockholders of Directors except as otherwise required by the laws of State of Florida

It is the intention that the objects, purposes and powers specified in Article III hereof shall except where otherwise specified in said Article, be no wise limited or restricted by references Article to or inference from the terms of any clause or Article in this Article of Incorporation, but that the objects, purposes and powers specified in Article III and in each clauses or Articles of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF, WE, the undersigned Incorporators competent to contract, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Articles of Incorporation and do certify that the facts herein are true, and WE have accordingly hereunto set our hands and seals this 30TH day JUNE, 2006 A. D.

Thomas [Signature] [Signature]

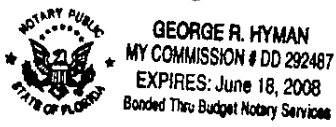
STATE OF FLORIDA)

COUNTY OF BROWARD

)
Before me, the undersigned Notary Public of the State of Florida, personally appeared FRANKLIN D.THOMAS, CARLA A.THOMAS AND CLAUDETTE O POWER known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 30TH day of JUNE, 2006 A. D.

George R. Hyman
Notary Public
State of Florida at Large



MY COMMISSION EXPIRES 06/18/08

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607. 0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

NICK & FRIENDS, INCORPORATED.

2. The name and address of the registered agent and office is:

FRANKLIN D. THOMAS

100 PLEASANT HILL LANE
TAMARAC., FL.33319

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

frthomas
FRANKLIN D. THOMAS

Date: JUNE 30TH, 2006, A.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA:

COUNTY OF BROWARD

Before me the undersigned Notary Public of the State of Florida personally appeared FRANKLIN D. THOMAS known to be the individual described in / and who acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Witnessed my hand and official Seal this 30TH day of JUNE, 2006 A.D.

George R. Hyman
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 06/18/06



GEORGE R. HYMAN
MY COMMISSION # DD 292487
EXPIRES: June 18, 2006
Bonded Thru Budget Notary Services