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NICHOLSON ACQUISITIONS, LP

Certificate of Status	0
Certified Copy	1
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EXAMINER

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NICHOLSON ACQUISITIONS, LP,
a Florida limited partnership**

To the Secretary of State
State of Florida

The undersigned, pursuant to the Florida Revised Uniform Limited Partnership Act of 2005 ("the Act"), desiring to form a limited partnership under the law of the State of Florida hereby certify that:

1. The name of the limited partnership is: **NICHOLSON ACQUISITIONS LP, a Florida limited partnership**. The mailing address and the principal place of business address is 15 Ocean Harbour Circle, Ocean Ridge, Florida 33435.

2. The address of the registered office is 4755 Technology Way, Suite 205, Boca Raton, Florida 33431, and the name and address of the initial agent for service of process is **SETH E. ELLIS, ESQ.**

3. The name of and the business address of each general partner are set forth below:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
NICHOLSON ASSET MANAGEMENT, LLC, a Florida limited liability company LI-122632	15 Ocean Harbour Circle, Ocean Ridge, FL 33435

4. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

5. The purpose and business of the Partnership shall be to conduct any business or activity that may be conducted by a limited partnership organized pursuant to the Act; to invest in securities of every kind (including without limitation stocks, options, warrants, promissory notes secured by deeds of trust, bonds, limited partnership interests), physical commodities and commodity futures, and ownership interests and indebtedness of every kind; to engage in other investment activities including, without limitation, investing in mutual funds, real estate and other investments that offer the opportunity for an appropriate return; to make direct investments or form partnerships, corporation or other entities for the purpose of making investments; and to engage in any and all activities related or incidental to the foregoing and to do all things necessary or convenient for the accomplishment thereof. The Partnership may execute, deliver and perform all contracts and undertakings and engage in any and all activities and transactions as may, in the determination of the General Partners, be necessary or advisable to carry out the foregoing objects and purposes.

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6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) TIMOTHY F. NICHOLSON, as Manager of NICHOLSON ASSET MANAGEMENT, LLC, a Florida limited liability company, as the General Partner of NICHOLSON ACQUISITIONS, L.P. or (b) an authorized corporate officer, of NICHOLSON ASSET MANAGEMENT, LLC, a Florida limited liability company, as General Partner of NICHOLSON ACQUISITIONS, L.P.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7. The undersigned constitute all the general partners of the limited partnership named herein.

Signed on November 26, 2010.

NICHOLSON ASSET MANAGEMENT, LLC
a Florida limited liability company

By: Timothy F. Nicholson
TIMOTHY F. NICHOLSON, Manager

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
NICHOLSON ACQUISITIONS, LP**

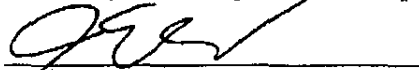
**PURSUANT TO THE PROVISIONS OF SECTION: 620.1201, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE, REGISTERED
AGENT, IN THE STATE OF FLORIDA.**

1. The name of the Limited Partnership is: **NICHOLSON ACQUISITIONS, LP**
2. The name and address of the registered agent and office is:

SETH E. ELLIS, ESQ.

4755 Technology Way, Suite 205, Boca Raton, Florida 33431.

Having been named as registered agent and to accept service of process for the above stated Limited Partnership 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 provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SETH E. ELLIS, ESQ., Registered Agent

November 26, 2010
Date

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