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DAVID L. COOK
BOARD CERTIFIED REAL ESTATE ATTORNEY

August 4, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Nicholson Partners LLC

Dear Sirs:

Enclosed for filing pursuant to Chapter 608, Florida Statutes, is an original and a copy of the Articles of Organization of the limited liability company together with a check payable to the Florida Department of State for \$160.00 to cover the filing fees and the cost of a certified copy and a certificate of status.

Please send your letter of acknowledgment, a certified copy of the filing and a certificate of status to me at the above address; and please telephone if there are any problems with this filing.

Thank you for your assistance.

Sincerely,

Kristine Kokinda

Kristine Kokinda
Paralegal for David L. Cook, Esq.

/kk
Encl.

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**ARTICLES OF ORGANIZATION FOR
NICHOLSON PARTNERS LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is:

Nicholson Partners LLC hereinafter ("Company".)

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

27401 Country Club Drive
Bonita Springs, FL 34134

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ARTICLE III - DURATION

The company shall have perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, retirement, insanity, resignation, expulsion or dissolution of any member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

ARTICLE VI - MANAGEMENT

The Company is to be managed by a Manager and is therefore a Manager-Managed Company. The name and address of such Manager is:

Alexander W. Nicholson III
27401 Country Club Drive
Bonita Springs, FL 34134

ARTICLE VII – REGISTERED AGENT AND OFFICE

The Certificate of Designation of Registered Agent/Registered Office for the Company is attached hereto and incorporated herein as Exhibit "A".

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization on the 4th day of August, 2003.

AUTHORIZED REPRESENTATIVE:

David L. Cook
David L. Cook, Esq.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of August 2003, by David L. Cook. He is [] personally known to me.

Kristine Kokinda
Notary Public
Printed Name Kristine Kokinda
Commission No. CC 891300
My Commission expires 11-29-03

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EXHIBIT "A"

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

Nicholson Partners LLC

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

David L. Cook, Esq.
9990 Coconut Road, Suite 101
Bonita Springs, FL 34135-8488

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent.



David L. Cook, Esq.

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