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FLORIDA/FOREIGN LIMITED LIABILITY CO.

NICHOLAS CAPITAL PARTNERS, LLC

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**ARTICLES OF ORGANIZATION
OF
NICHOLAS CAPITAL PARTNERS, LLC
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is Nicholas Capital Partners, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is as follows:

16 Dolphin Drive
Vero Beach, FL 32960

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on the date on which these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.
1000 Legion Place, Suite 1700
Orlando, FL 32801

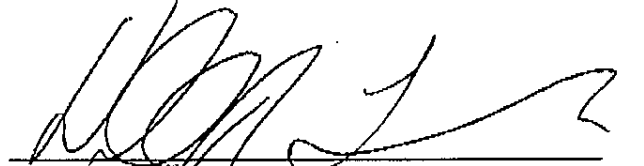
**ARTICLE V
MANAGEMENT**

The Company is to be a manager-managed company. A manager may receive compensation for his or its services. The name and address of the initial manager are as follows:

Robert N. Smith
16 Dolphin Drive
Vero Beach, FL 32960

**ARTICLE VI
APPLICABLE LAW**


The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.


William R. Lowman, Jr., as Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 as provided for in Chapter 608 of the Florida Statutes.


William R. Lowman, Jr., Esq.