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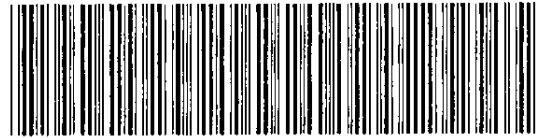
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EXAMINER

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CORPORATION SERVICE COMPANY

EFFECTIVE DATE 11/26/2010

ACCOUNT NO. : I20000000195

REFERENCE : 591070 7199111

AUTHORIZATION

COST LIMIT : \$ 155.00

FILED
SECRETARY OF STATE
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ORDER DATE : November 29, 2010

ORDER TIME : 4:01 PM

ORDER NO. : 591070-005

CUSTOMER NO: 7199111

DOMESTIC FILING

NAME: NICHOLSON ASSET MANAGEMENT,
LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 11/26/2010

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ARTICLES OF ORGANIZATION
FOR
NICHOLSON ASSET MANAGEMENT, LLC

ARTICLE I
Name

The name of the Limited Liability Company is NICHOLSON ASSET MANAGEMENT, LLC.

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 15 Ocean Harbour Circle, Ocean Ridge, FL 33435.

ARTICLE III
Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV
Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act, including without limitation to invest in securities of every kind (including, without limitation, stocks, options, warrants, promissory notes secured by deeds of trust, bonds, and 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, corporations 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 accomplishment thereof.

ARTICLE V
Registered Agent

The street address of the initial registered office of the Limited Liability Company shall

be 4755 Technology Way, Suite 205, Boca Raton, Florida 33431 and the name of the initial registered agent of the Limited Liability Company at that address is SETH E. ELLIS, ESQ.

ARTICLE VI

Manager-Managed Company

The Limited Liability Company is to be managed by one or more managers and is therefore a manager-managed company and the name and address of the manager is:

MANAGER

ADDRESS

Timothy F. Nicholson

15 Ocean Harbour Circle, Ocean Ridge, FL 33435

ARTICLE VII

Effective Date

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of November 26, 2010, which is within five (5) business days prior to the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of NICHOLSON ASSET MANAGEMENT, LLC, hereby executes these Articles of Organization on this 26th day of November, 2010.



SETH E. ELLIS, ESQ.

Authorized representative by Power
of Attorney

**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 ASSET MANAGEMENT, LLC**. and the address for the Company is: 15 Ocean Harbour Circle, Ocean Ridge, FL 33435
2. The name and the Florida street address of the registered agent 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 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, F.S.



SETH E. ELLIS, ESQ.