

**CERTIFICATE OF WITHDRAWAL OF AUTHORITY TO  
TRANSACTION BUSINESS IN FLORIDA**

The name of the limited liability company as currently filed with the Florida Department of State:  
NICHOLAS FINANCIAL LLC

The document number of the limited liability company is M14000000685.

This limited liability company was organized under the laws of Delaware.

The date this limited liability registered with the Department of State is January 31, 2014.

This limited liability company is withdrawing its certificate of authority in this state.

Signature: WATERSHED ACQUISITION LP  
Electronic Signature of Authorized Representative