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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

## Nickmark Corporation

|                       |         |
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P.02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NICKMARK CORPORATION

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is: NICKMARK CORPORATION. The physical address of the corporation is 8640 Seminole Boulevard, Seminole, Florida 33772. The mailing address of the corporation is 8640 Seminole Boulevard, Seminole, Florida 33772.

ARTICLE II  
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, Florida 33772.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI  
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Christopher T. Rose | 5 Chiltern Close<br>Cheslyn - Hay Walsall<br>West Midlands, England WS6 7PJ |
| E. Margaret Rose    | 5 Chiltern Close<br>Cheslyn - Hay Walsall<br>West Midlands, England WS6 7PJ |

**ARTICLE VIII**  
**INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Christopher T. Rose | 5 Chiltern Close<br>Cheslyn - Hay Walsall<br>West Midlands, England WS6 7PJ |
| E. Margaret Rose    | 5 Chiltern Close<br>Cheslyn - Hay Walsall<br>West Midlands, England WS6 7PJ |

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI**  
**DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of March, 2000.

(SEAL)

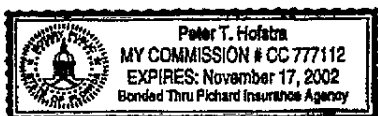
  
CHRISTOPHER T. ROSE

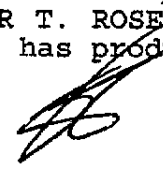
(SEAL)

  
E. MARGARET ROSE

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 2000, by CHRISTOPHER T. ROSE and E. MARGARET ROSE. They are personally known to me or has produced CERTAIN PROOF as identification.



  
NOTARY PUBLIC - State of Florida  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

E:\kh\nickmark\articles

  
Registered Agent

FILED  
00 MAR - 1 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA