

FRANKLIN & NICHOLLS, C.P.A.'S, L.L.C.
CERTIFIED PUBLIC ACCOUNTANTS

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1900 NW CORPORATE BLVD., SUITE 400 EAST
BOCA RATON, FLORIDA 33431
(561) 988-2512 Fax: (561) 988-2513

02 APR 25 PM 12:06

ROBERT M. FRANKLIN, C.P.A., P.A.

GREGG E. NICHOLLS, C.P.A., P.A.

P020000046540

April 24, 2002

Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

RE: Nicholas Group of South Florida, Inc.

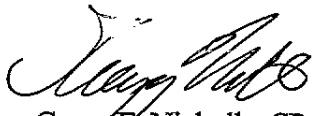
TO WHOM IT MAY CONCERN:

Attached please find the appropriate Articles of Incorporation for the above referenced new corporation.
Also please find a check in the amount of \$78.75 for the filing fee and certificate of status.

Please send the completed paperwork back to me at the following address:

Franklin & Nicholls, CPA's, LLC
1900 NW Corporate Blvd.
Suite 400 East
Boca Raton, FL 33431

Regards,



Gregg E. Nicholls, CPA
GEN:ap



02 APR 25 PM 12:06

ARTICLES OF INCORPORATION

OF

NICHOLAS GROUP OF SOUTH FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Nicholas Group of South Florida, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One thousand shares (1,000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal office and mailing address of the corporation is:

Nicholas Group of South Florida, Inc.
5958 Bay Hill Circle
Lake Worth, FL 33463

The name and street address of the Initial Registered Agent of this corporation is:

Gregg E. Nicholls, C.P.A.
1900 NW Corporate Blvd., Suite 400 East
Boca Raton, FL 33431

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation shall be:

Michael James Nicholas
5958 Bay Hill Circle
Lake Worth, FL 33463

Melissa J. Nicholas
5958 Bay Hill Circle
Lake Worth, FL 33463

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Gregg E. Nicholls, CPA
1900 NW Corporate Blvd., Suite 400 East
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of April, 2002.



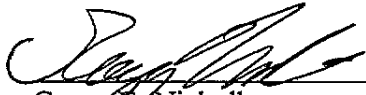
Gregg E. Nicholls

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

02 APR 25 PM 12: 06

I hereby acknowledge that I am familiar with and accept the duties of Registered Agent for Nicholas Group of South Florida, Inc.


Gregg E. Nicholls

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

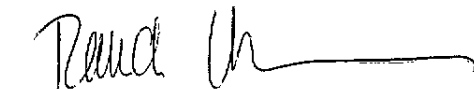
Gregg E Nicholls

know personally
form of identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal of the County and State last aforesaid this

23rd day of April, 2002.


Notary signature

RANDI MECKLER
Printed notary signature



Randi Meckler
Commission # CC 928965
Expires April 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.