

**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.

P02000046540

April 24, 2002

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

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-04/25/02--01070--008  
\*\*\*\*\*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

*Handwritten initials*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

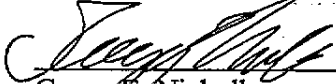
Melissa J. Nicholas  
5958 Bay Hill Circle  
Lake Worth, FL 33463

#### 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.

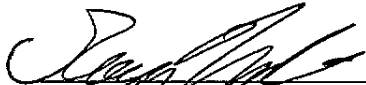
  
Gregg E. Nicholls

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

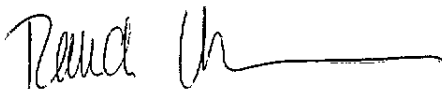
know personally

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.