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FLORIDA PROFIT CORPORATION OR P.A.

The Nicholson Group, Inc.

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**ARTICLES OF INCORPORATION
OF
THE NICHOLSON GROUP, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is THE NICHOLSON GROUP, INC., and its principal place of business is 2875 Kissimmee Park Road, St. Cloud, FL 34772.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 8105 N.W. 155th Street, Miami Lakes, FL 33016, and the name of its registered agent at such address is RAUL GASTES, JR.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Janet M. Nicholson - President - Treasurer
2875 Kissimmee Park Road
St. Cloud, FL 34772

Daniel J. Nicholson - Secretary
Po Box 1853
Canton, GA 30114-1853

Samuel J. Nicholson - Vice President
2875 Kissimmee Park Road
St. Cloud, FL 34772

ARTICLE SEVEN

INCORPORATORS

The name and address of the incorporator is:

Janet M. Nicholson - President
2875 Kissimmee Park Road
St. Cloud, FL 34772

Executed by the undersigned at Miami, Dade County, Florida, this 28th day of July, 2003.


JANET M. NICHOLSON

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared JANET M. NICHOLSON to me known to be the person described herein or who provided Driver License as identification, who subscribed the above Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida this 29th day of July, 2003.

Barbara M. Duncan
NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

3-7-06



Barbara M. Duncan
My Commission 0003400
Expires March 07 2006


FILED

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**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for THE NICHOLSON GROUP, INC., and having my offices located at 8105 N.W. 155th Street, Miami Lakes, Florida 33016, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.


Registered Agent: RAUL GASTESI, JR.