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05 MAY -5 PM 2:32
TALLAHASSEE, FLORIDA

5/9/05
BWK

TRANSMITTAL LETTER

To: Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: NICCO PROPERTIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation for NICCO PROPERTIES, INC. and a check for:

- ☐ \$70.00 Filing Fee
- ☒ \$78.75 Filing Fee & Certificate
- ☐ \$122.50 Filing Fee & Certified Copy
- ☐ \$131.25 Filing Fee, Certified Copy & Certificate

From: Deborah Rose Tracy, Esq.
Tompkins & Tracy, P.A.
Post Office Box 101
Valrico, FL 33595-0101
(813) 684-6171

Dated: May 2nd, 2005

**ARTICLES OF INCORPORATION
NICCO PROPERTIES, INC.**

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

MAY 5 PM 2:32
SEC. OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name of the Corporation: The name of the corporation shall be NICCO PROPERTIES, INC.

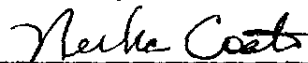
Article 2 - Place of Business and Mailing Address: The principal place of business of the corporation and the mailing address is 7140 Waterside Street, Tampa, Fl 33617.

Article 3 - Purpose: The purpose for which the company is formed is to engage in any lawful acts or activities for which corporations may be formed under Chapter 607 of the Florida Statutes or any successor statute. The company shall have the authority to do all things necessary or appropriate to accomplish and operate its business as described in this Article, including, but not limited to such powers set forth in Section 607.0302 of the Florida Statutes, as amended from time to time. The company shall have a perpetual existence.

Article 4 - Authorized Stock: The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at one time is one thousand (1,000) shares, all of which shall be common shares with a par value of \$1.00.

Article 5 - Registered Agent: The name and address of the initial registered agent is Neika Coates, 7140 Waterside Street, Tampa, Fl 33617

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent - Neika Coates

Article 6 - Incorporator: The name and street address of the incorporator to these Articles of Incorporation is Neika Coates, 7140 Waterside Street, Tampa, Fl 33617.

Article 7 - Board of Directors: The Board of Directors shall consist of at least one (1) person(s), but no more than five (5). The name and address of the person who will serve on the initial Board of Directors is:

Neika Coates
7140 Waterside Street
Tampa, Fl 33617

Article 8 - Officers: The officers of the corporation shall be a President, Secretary and a Treasurer. The initial officers of the corporation are:

President: Neika Coates

Secretary: Neika Coates

Treasurer: Neika Coates

Article 9 - Sub-S Restrictions: This corporation is intended to be a Sub-S Corporation as that term is defined in the Internal Revenue Code and the corporations shall limit its shareholders to those qualified under such election.

Article 10 - Restrictions on Transfer of Stock/Preemptive Rights: No stock in this corporation shall be transferred to a person who is not already a shareholder unless the stock is first offered for sale, in writing, to each of the remaining shareholders upon the same terms as the offer to purchase from a third party. For purposes of this section, transfer shall include the attempted sale of stock, the placing of a lien on such stock, death of a shareholder or bankruptcy of a shareholder, provided however, that for other than an attempted sale or encumbrance, the purchase price of the stock shall be the book value of the stock as of the date of the attempted transfer (as determined by the corporation's accountant or chief financial officer) and the time for the transfer shall be sixty (60) calendar days from the date of offer. For an attempted sale or encumbrance, the purchase price of the stock shall be the offer price of the sale or the proposed amount of the encumbrance, as applicable, and the time for transfer shall be as provided in the proposed offer for sale or encumbrance. Where more than one shareholder offers to buy the stock upon such price and terms as seller has offered and an offer at a higher price or on more favorable terms is not otherwise offered by one of the shareholders, the seller shall sell such stock to each of the offering shareholders in proportions equal to the percentage of total stock ownership of the offering shareholder immediately prior to the sale. Upon the death or disability of a shareholder or any other event wherein the shareholder's property is placed with a receiver, successor in interest, legal representative or guardian, such action shall constitute an attempted transfer and the provisions set forth herein shall become effective and the receiver, successor in interest, legal representative or guardian shall immediately offer such stock to the remaining shareholders pursuant to this section.

Article 11 - Amendment of the Articles: These articles may be amended at any

time upon the majority vote of all stockholders eligible to vote in the matter, upon the majority vote of the members of the Board of Directors eligible to vote in this matter, or upon such other terms as set forth in the by-laws of the corporation.

The undersigned has executed these Articles of Incorporation this 2nd day of May, 2005.

Neika Coates
Neika Coates