

P05000158493

Division of Corporations

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STATE
TALLAHASSEE FLORIDA



November 22, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HAILE, SHAW & PFAFFENBERGER, , P.A.

SUBJECT: THE NICKLAUS COMPANY
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STATE
TALLAHASSEE FLORIDA

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

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is THE NICKLAUS GROUP, INC.
2. The initial mailing address of the Corporation is 11780 U.S. Highway #1, Suite 500, North Palm Beach, FL 33408.
3. The Corporation shall have perpetual existence.
4. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00).
5. The address of the initial registered office of the Corporation is 660 U.S. Highway #1, 3rd Floor, North Palm Beach, FL 33408. The Registered Agent at that address is James H. Schnare II.
6. The name of the Incorporator is James H. Schnare II and the Incorporator's address is 660 U.S. Highway #1, 3rd Floor, North Palm Beach, Florida 33408.
7. The effective date of the Corporation shall be the date these Articles are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has this 2nd day of December, 2005, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


James H. Schnare II, Incorporator

H05-269526

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Corporation. The undersigned is familiar with, and accepts, the obligations of, Section 607.0505 of the Florida Statutes.



James H. Schnare II

Date: December 2, 2005.

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