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LOUIS W. HIGH  
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WILLIAM B. EPPLEY

January 11, 1995

6033 SPRING HILL DRIVE  
SPRING HILL, FLORIDA 34606  
TELEPHONE: (904) 683-7615

PLEASE REPLY TO: Brooksville

Bureau of Corporate Records  
Division of Corporations  
Department of State  
State of Florida  
Tallahassee, Florida 32302

700001383717  
01/19/95--01007--008  
\*\*\*122.50 \*\*\*122.50

Re: Nicolas Ventures, Ltd.

Dear Sir/Madam:

Please find enclosed proposed Articles of Incorporation for Nicolas Ventures, Ltd., a Florida corporation. I request that you issue a Charter to this Corporation and return to this office a certified copy of this Charter document.

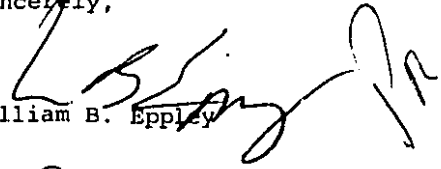
I am enclosing a check in the amount of \$122.50 that represents payment of costs associated with this corporation as follows:

1. \$35.00/Filing Fee
2. \$35.00/Registered Agent and
3. \$52.50/Certified Copy

\$122.50

Please issue these Articles at your earliest convenience.

Sincerely,

  
William B. Eppley

WBE:ja

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JAN 16 AM 11:03

ARTICLES OF INCORPORATION

OF

NICOLAS VENTURES LTD., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 AM 11:03

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation.

1. The name of the corporation is NICOLAS VENTURES LTD., INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 1,000 shares, all of one class, \$10.00 par value.
5. The address of its initial registered office is 8549 South Lakeshore Point, Floral City, Florida 34436 and the name of its initial registered agent is GEORGE RAPEE.
6. The number of directors constituting the initial board of directors is three, whose names and addresses are:

GEORGE RAPEE  
8549 South Lakeshore Point  
Floral City, Florida 34436

JOHN SOLODAR  
300 East 56th Street  
New York, New York 10022

FAYE APPELBAUM  
300 East 56th Street  
New York, New York 10022

7. The name and address of the incorporator is:

GEORGE RAPEE  
8549 South Lakeshore Point  
Floral City, Florida 34436

8. The names and addresses of the officers to serve until the first meeting of the directors shall be:

GEORGE RAPEE, President  
8549 South Lakeshore Point  
Floral City, Florida 34436

JOHN SOLODAR, Vice President  
300 East 56th Street  
New York, New York 10022

FAYE APPELBAUM, Secretary/Treasurer  
300 East 56th Street  
New York, New York 10022

*George Rapee*

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GEORGE RAPEE

DATED: January 11, 1995

STATE OF FLORIDA

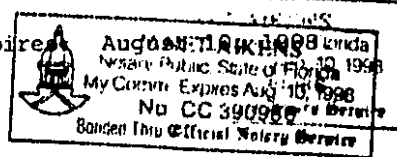
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared GEORGE RAPEE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Brooksville in the County of Hernando, State of Florida, this 11th day of January, A.D., 1995.

  
\_\_\_\_\_  
JANET AIKENS, Notary Public

My commission expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That NICOLAS VENTURES LTD. <sup>INC.</sup> desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8549 South Lakeshore Point, Floral City, Florida 34436, has named GEORGE RAPEE of 8549 South Lakeshore Point, Floral City, Florida 34436, County of Citrus, State of Florida, as its agent to accept services of process within Florida.

  
\_\_\_\_\_  
GEORGE RAPEE, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
GEORGE RAPEE, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 AM 11:03