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ARTICLES OF INCORPORATION

OF

NICORE FRANCHISE, INC.

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Conference of the corporator forms a corporation within the meaning of the applicable provisions of Conference of the corporation of the undersigned as incorporator forms a corporation of the undersigned as incorporated as in

ARTICLE I.

NAME

The name of this corporation is Nicore Franchise, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal address of this corporation is: 4830 W. Kennedy Blvd. - Suite 920, Tampa, FL 33609.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: James C. Rowe, Esquire

Address: 100 2nd Avenue South - Suite 400N

St. Petersburg, FL 33701

ARTICLE V.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: James C. Rowe, Esquire

Address: 100 2nd Avenue South - Suite 400N

St. Petersburg, FL 33701

ARTICLE VI.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 25th day of February, 1998, for the purpose of organizing this corporation under the laws of the State of Florida.

JAMES C. ROWE, ESQUIRE

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

JAMES C. ROWE, ESQUIRE

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