

(SAMPLE LETTER OF TRANSMITTAL)

P98000107608

Date December 10, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700002723127--6  
-12/28/98-01065-008  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Stephen Nicholson, Inc., Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Stephen Nicholson

Stephen Nicholson  
(individual's name)

98 DEC 28 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Stephen Nicholson, Inc.  
(name of corporation)

MAILING ADDRESS OF CORPORATION

P O Box 1861
Jensen Beach, FL 34958
PHONE
( 561 ) 334-7262
Area Code      Number      Ext.

Dmc  
12/29/98

ARTICLES OF INCORPORATION

of

Stephen Nicholson, Inc.  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

*ARTICLE I - CORPORATE NAME*

The name of the corporation is:

Stephen Nicholson, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ARTICLE II - DURATION*

This corporation shall exist perpetually unless dissolved according to Florida law.

*ARTICLE III - PURPOSE*

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

*ARTICLE IV - CAPITAL STOCK*

The corporation is authorized to issue One Thousand shares (1,000 ) of One Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

*ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT*

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME <u>Stephen Nicholson</u>			
ADDRESS <u>670 NE Stuart Ave.</u>			
CITY <u>Stuart</u>	FLORIDA	ZIP <u>34994</u>	

The principal office, if known, or the mailing address of the corporation is:

NAME <u>Stephen Nicholson, Inc.</u>			
ADDRESS <u>P O Box 1861</u>			
CITY <u>Jensen Beach</u>	FLORIDA	ZIP <u>34958</u>	

*ARTICLE VI - INITIAL BOARD OF DIRECTORS*

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Stephen Nicholson</u>			
ADDRESS <u>670 NE Stuart Ave</u>			
CITY <u>Stuart,</u>	STATE <u>FL</u>	ZIP <u>34994</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Stephen Nicholson				
ADDRESS	670 NE Stuart Ave				
CITY	Stuart	STATE	FL	ZIP	34994
NAME					
ADDRESS					
CITY		STATE		ZIP	
NAME					
ADDRESS					
CITY		STATE		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14<sup>th</sup> day of DECEMBER, 1998.

Stephen Nicholson (Seal)  
\_\_\_\_\_  
(Seal)  
\_\_\_\_\_  
(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED

98 DEC 28 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STEPHEN NICHOLSON, INC.  
*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 670 NE Stuart Ave.  
Stuart, FL 34994

has named Stephen Nicholson  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
*(registered agent)*