

Susan J. Williams, P.A.
Professional Association

Attorney and Counselor at Law

Phone: (407) 831-8995

5200 S. U.S. Highway 17-92
Casselberry, Florida 32707

Fax: (407) 831-8836

P98000005758
January 1, 1998

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

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****122.50 ****122.50

Re: NOBLE & NOBLE, P.A., C.P.A.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50 to cover the costs of Filing Fees, Certified Copy, and Registered Agent Designation. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please feel free to contact me personally. Thank you.

Very truly yours,

Susan J. Williams
Susan J. Williams
For the firm

SJT/mm
Enclosures
cc: Emerson C. Noble

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:34

PP
01-20-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

SUSAN J. WILLIAMS, P.A.
5200 SOUTH U.S. HIGHWAY 17-92
CASSELBERRY, FL 32707

SUBJECT: NOBLE & NOBLE, P.A., C.P.A.
Ref. Number: W98000000441

We have received your document for NOBLE & NOBLE, P.A., C.P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 698A00001018

ARTICLES OF INCORPORATION

OF

NOBLE & NOBLE, P.A., C.P.A.

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ARTICLE I - NAME

The name of this corporation is **NOBLE & NOBLE, P.A., C.P.A.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date these Articles are filed with the Secretary of State.

ARTICLE III - NATURE AND PURPOSE

The nature of business of this professional association is Certified Public Accounting. This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation, is 1177 Louisiana Avenue, Suite 109, Winter Park, Florida 32789.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation, is 1177 Louisiana Avenue, Suite 109, Winter Park, Florida 32789 and the name of the initial registered agent is Emerson C. Noble.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1):

Julia N. Noble
1177 Louisiana Avenue, Suite 109
Winter Park, Florida 32789

Emerson C. Noble
1177 Louisiana Avenue, Suite 109
Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

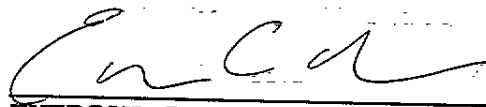
The name and address of the incorporator is:

Emerson C. Noble
1177 Louisiana Avenue, Suite 109
Winter Park, Florida 32789

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of January, 1998.



EMERSON C. NOBLE
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was sworn to and acknowledged before me this 1st day of January, 1998, by EMERSON C. NOBLE, who is personally known to me and who did not take an oath.

NOTARY PUBLIC


Susan J. Williams

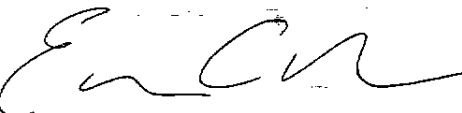
STATE OF FLORIDA
My Commission Expires:



SUSAN J WILLIAMS
My Commission CC554238
Expires May. 12, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for NOBLE & NOBLE, P.A., C.P.A. hereby accepts such appointment this 1st day of January, 1998, and states that he is familiar with, and accepts, the obligations provided for in Section 607.325, Florida Statutes.



EMERSON C. NOBLE

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