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January 11, 2001

L010060001623

EFFECTIVE DATE
1-12-01

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

500003538385--5--
-01/16/01--01097--006
****125.00 ****125.00

Re: Noelle Investments, L.L.C.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$125.00 for the filing and registered agent fees.

Please process this at your earliest opportunity and return the copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, BARNES & ATKINSON, L.L.P.

Linda B. Schumacher
Linda B. Schumacher
Legal Assistant

LBS/me

Enclosures

FILED
01 JAN 16 PM 3:46
TALLAHASSEE, FLORIDA

LC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2001

LINDA B. SCHUMACHER
TEW BARNES & ATKINSON LLP
P.O. BOX 5124
CLEARWATER, FL 33758-5124

SUBJECT: NOELLE INVESTMENTS, L.L.C.
Ref. Number: W01000001425

We have received your document for NOELLE INVESTMENTS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 16, 2001. Please amend your document accordingly.

Please return 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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 101A00003002

01 JAN 16 PM 3:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
NOELLE INVESTMENTS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Noelle Investments, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

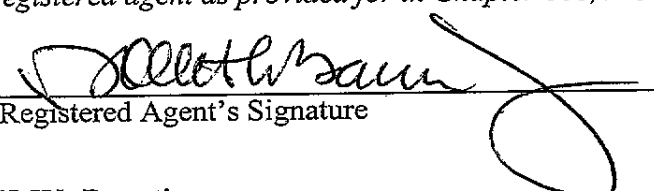
2819 Haverhill Drive
Clearwater, Florida 33761

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Robert L. Barnes, Jr., Esquire
Tew, Barnes & Atkinson, L.L.P.
2655 McCormick Drive
Clearwater, FL 33759

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV - Duration:

The Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

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01 JAN 16 PM 3:46
TALLAHASSEE, FLORIDA

ARTICLE V - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

David J. Mitchell
2819 Haverhill Drive
Clearwater, Florida 33761

and

Carla A. Mitchell
2819 Haverhill Drive
Clearwater, Florida 33761

ARTICLE VI - Effective Date

The Limited Liability Company is to have an effective date of January 12, 2001.



Signature of a member or an authorized
representative of a member

(In accordance with section 608.408(3),
Florida Statutes, the execution of this
document constitutes an affirmation under the
penalties of perjury that the facts stated herein
are true.)

David J. Mitchell

Typed or Printed Name of Signee

FILED
01 JAN 16 PM 3:46
RECEIVED BY
TALLAHASSEE, FLORIDA