

M98000000113

WAGNER, JOHNSTON & ROSENTHAL, P.C.
ATTORNEYS AT LAW

SUITE 1200 / TOWER PLACE
3340 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1075

(404) 261-0500
FACSIMILE (404) 261-6779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -2 AM 9:31

January 28, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Noble Companies, LLC

300002418649--7
-02/02/98--01073--002
*****285.00 *****285.00

Dear Madam or Sir:

Enclosed please find the following with respect to the registration of the above-referenced limited liability company to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Original Certificate of Existence issued by the Georgia Secretary of State; and
5. Check in the amount of \$285.00 made payable to the Florida Department of State representing the fee for filing the Application.

After the Application has been processed, please send us confirmation of the filing to the address listed above.

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. verifier	K. M

WAGNER, JOHNSTON & ROSENTHAL, P.C.

Florida Dept. of State

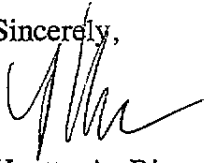
January 28, 1998

Page 2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 9:31

Thank you for your assistance. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Yvette A. Rix

Assistant to Craig A. Wagner

/yr

Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

1. THE NOBLE COMPANIES, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. GEORGIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2304473
(FEI number, if applicable)
4. JULY 19, 1996
(Date of Organization)
5. DECEMBER 31, -2045
(Duration: Year limited liability company will cease to exist or "perpetual")
6. FEBRUARY 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. SUITE 800/EAST TOWER, ATLANTA FINANCIAL CENTER
3343 PEACHTREE ROAD, N.E., ATLANTA, GEORGIA 30326
(Street address of principal office)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 FEB -2 AM 9:31

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mitesh B. Shah</u>	<u>Manager</u>		
<u>Suite 800/East Tower</u>			
<u>3343 Peachtree Road, N.E.</u>			
<u>Atlanta, Georgia 30326</u>			

Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 9:31

The undersigned member or authorized representative of a member of _____
THE NOBLE COMPANIES, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 50,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N.A.. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 50,000.00. This total includes amounts from 2 and 3 above.

Mitsh B. Shah

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Mitesh B. Shah, Member

Filing Fee: \$52.50 for Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

98 FEB -2 AM 9: 32

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: THE NOBLE COMPANIES, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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.

C T CORPORATION SYSTEM

Dale W. Morris

(Signature)

1/26/98

(Date)

Dale W. Morris, Asst. Vice President

(Title)

FILING FEE: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980260865
CONTROL NUMBER : 9622643
DATE INC/AUTH/FILED: 07/19/1996
JURISDICTION : GEORGIA
PRINT DATE : 01/26/1998
FORM NUMBER : 211

WAGNER, JOHNSTON & ROSENTHAL
CRAIG A WAGNER
3343 PEACHTREE RD NE STE 800
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

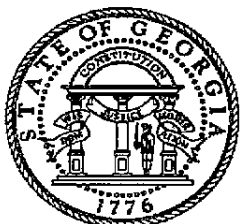
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE NOBLE COMPANIES, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State