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FILED

00 OCT 10 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10/09/00

WALTER L. SCHAFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

October 9, 2000

Charter Section
Division of Corporations
Department of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

500003420655--2
-10/10/00--01079--002
****290.00 *****18.75

Re: Articles of Amendment to Articles of Incorporation for Jim Nobles Realty, Inc.;
Articles of Incorporation for Jim Nobles & Associates, Inc.;
Application for Registration of Fictitious Name for Jim Nobles Realty

Gentlemen:

Enclosed are two (2) originals of the Articles of Amendment to Articles of Incorporation for Jim Nobles Realty, Inc.; two (2) originals of the Articles of Incorporation for Jim Nobles & Associates, Inc.; and an Application for Registration of Fictitious Name for Jim Nobles Realty, together with my client's check #1369, in the amount of \$290.00, representing the following:

Filing Fee for Articles of Amendment	\$35.00
Certified Copy of Articles of Amendment	52.50
Filing Fee for Articles of Incorporation	35.00
Registered Agent Fee for Articles of Incorporation	35.00
Certified Copy for Articles of Incorporation	52.50
Filing Fee for Application for Fictitious Name	50.00
Certified Copy of Application for Fictitious Name	30.00
Total	\$290.00

Walter Schaffer's
Secretary
AUTHORIZATION BY PHONE TO

CORRECT ADD Principal
address

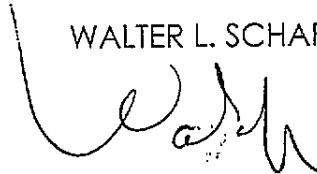
DATE 10/16/00 Walter Schaffer's Signature

Charter Section
October 9, 2000
Page Two

Please return one of each of the original documents confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of October 9, 2000. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.

A handwritten signature in black ink, appearing to read 'Walter L. Schafer, Jr.', written in a cursive style.

Walter L. Schafer, Jr.

WLS:mhh

Enclosures

**ARTICLES OF INCORPORATION
OF
JIM NOBLES & ASSOCIATES, INC.**

FILED
00 OCT 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE

10/09/00

The name of this corporation is JIM NOBLES & ASSOCIATES, INC.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence commencing on the 9th day of October, 2000.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the Initial Registered Office are James M. Nobles, 800 Tarpon Woods Boulevard, Suite F-1, Palm Harbor, Florida 34685. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of Section 607.0501, Florida Statutes. The principal address is the same as the registered office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

JAMES M. NOBLES

800 Tarpon Woods Boulevard, Suite F-1
Palm Harbor, Florida 34685

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

JAMES M. NOBLES

800 Tarpon Woods Boulevard, Suite F-1
Palm Harbor, Florida 34685

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act by written agreement without a meeting as provided in Section 607.0704, Florida Statutes, and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 9th day of October, 2000.



JAMES M. NOBLES, INCORPORATOR/REGISTERED AGENT

FILED
00 OCT 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of October, 2000, by JAMES M. NOBLES, who is personally known to me or who produced a current Florida driver's license as identification.


Notary Public-State of Florida

WALTER L. SCHAFER, JR.
Typed or Printed Name of Notary

My Commission Expires:

My Commission Number:



Walter L. Schaffer, Jr.
MY COMMISSION # CC759287 EXPIRES
October 5, 2002
BONDED THRU TROY FAJN INSURANCE, INC.