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FRED H. STEFFEY  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR  
SUITE 300 SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE SOUTH  
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED  
TAX LAWYER

June 25, 2001

TELEPHONE (904) 296-0037  
FACSIMILE (904) 296-1435

Certified Mail No. 7000 1670 0003 7916 1295

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

300004448543--8  
-06/28/01--01008--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Noel Enterprises of Jacksonville, Inc.

Gentlemen:

Enclosed for filing is the executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, together with a copy to be stamped with the filing information and returned with your acknowledgment of the filing.

Also enclosed is a check in the amount of \$70.00 to cover the following filing fees:

Filing fee.....	\$35.00
Designation of registered agent.....	35.00
Total:	\$70.00

01 JUN 28 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

If you have any questions concerning this proposed incorporation, please give me a call.

Sincerely,

*Fred H. Steffey*  
Fred H. Steffey

D. WHITE JUL 2 - 2001 5

FHS:maw  
Enclosures  
cc: Mr. Leon A. Perpall, III (w/enclosure)

**ARTICLES OF INCORPORATION  
OF  
NOEL ENTERPRISES OF JACKSONVILLE, INC.**

**FILED**

JUN 28 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I**

**Name and Principal Office**

**Section 1.1. Name.** The name of the corporation is NOEL ENTERPRISES OF JACKSONVILLE, INC..

**Section 1.2. Principal Office.** The street address and mailing address of the principal office of the corporation is 17262 River Isle Circle, Jacksonville, Florida 32226

**Article II**

**Duration**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**

**Purposes**

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**Article IV**

**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**Section 4.3. Approval of Shareholders Required for Merger.** The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

## Article V

### Initial Registered Office; Resident Agent

**Section 5.1. Office Address.** The street address and the mailing address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216.

**Section 5.2. Resident Agent.** The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Fred H. Steffey.

## Article VI

### Directors

**Section 6.1. Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 6.2. Initial Directors.** The names and mailing addresses of the member of the first board of director of the corporation is:

Leon A. Perpall, III, 17262 River Isle Circle, Jacksonville, Florida 32226

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

### Bylaws

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII**

**Incorporator**

**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation are:

Fred H. Steffey, 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216-0989

**Article IX**

**Amendment**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

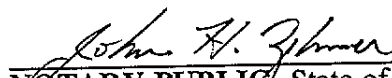
IN WITNESS WHEREOF, the incorporator has executed these Articles this 25th day of June, 2001.

  
\_\_\_\_\_  
FRED H. STEFFEY

STATE OF FLORIDA     )  
  )  
COUNTY OF DUVAL    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **FRED H. STEFFEY** (Known to me  or Type of Ident. & No.: \_\_\_\_\_) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of June, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
PRINT NAME JOHN H. ZEHMER

My Commission Expires:

**JOHN H. ZEHMER**  
Notary Public, State of Florida  
My comm. exp. Oct. 16, 2004  
Comm. No. CC 975647

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND RESIDENT AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

**NOEL ENTERPRISES OF JACKSONVILLE, INC.**, desiring to organize or qualify under the laws of the State of Florida, hereby designates **FRED H. STEFFEY** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216

**NOEL ENTERPRISES OF JACKSONVILLE, INC.**

By: *Fred H. Steffey*  
**FRED H. STEFFEY**, Incorporator

Date: 6-25-01

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.

*Fred H. Steffey*  
**FRED H. STEFFEY**

Date: 6-25-01

**FILED**  
01 JUN 28 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA