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FILED
01 JUL 19 AM 7:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 18, 2001

VIA FEDERAL EXPRESS
AIRBILL NO. 8197 0038 3081

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: NOONIE'S, INC.

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-07/19/01--01076--008
*****78.75 *****78.75

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for NOONIE'S, INC. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience in the enclosed, self-addressed, stamped envelope. I have enclosed my check in the amount of \$78.75 to cover the filing fee and certified copy fee.

I thank you for your assistance. Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/cg
Enclosures

T. Burch JUL 23 2001

ARTICLES OF INCORPORATION

OF

NOONIE'S, INC.

ARTICLE I

The name of this corporation is NOONIE'S, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 9924 Gulf Boulevard, Treasure Island, Florida 33706, and the name of the initial registered agent of this corporation at that address is JOEL P. YANCHUCK.

ARTICLE V

This corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial directors of this corporation are:

JOEL P. YANCHUCK
9924 Gulf Boulevard
Treasure Island, Florida 33706

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TALLAHASSEE, FLORIDA

JAMIE McKNIGHT
9924 Gulf Boulevard
Treasure Island, Florida 33706

ARTICLE VI

The name and address of the persons signing these Articles of Incorporation
are:

JOEL P. YANCHUCK
9924 Gulf Boulevard
Treasure Island, Florida 33706

JAMIE McKNIGHT
9924 Gulf Boulevard
Treasure Island, Florida 33706

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 18th day of July, 2001.



JOEL P. YANCHUCK



JAMIE McKNIGHT

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day

of July, 2001, by JOEL P. YANCHUCK, and JAMIE McKNIGHT, who are personally known to me or who produced personally known. and Fl. Drivers License, respectively, as identification.

Crystal GnidoVec
Notary Public

My commission expires:

CRYSTAL GNIDOVEC
Notary Public, State of Florida
My comm. exp. Apr. 16, 2005
Comm. No. DD 005845

TYPED\PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.

Joel P. Yanchuck
JOEL P. YANCHUCK