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Florida Department of State  
Division of Corporations  
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Account Name : FOLEY & LARDNER OF TAMPA  
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FLORIDA PROFIT CORPORATION OR P.A.

Nolde Partners II, Inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUG 29 2001

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**ARTICLES OF INCORPORATION  
OF  
NOLDE PARTNERS II, INC.**

**THE UNDERSIGNED**, acting as the Incorporator of Nolde Partners II, Inc. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is:

**Nolde Partners II, Inc.**

**ARTICLE II**

**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be SIXTY MILLION (60,000,000) shares of common stock having a par value of \$.0001 per share.

**ARTICLE IV**

**Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the Corporation is five (5). The number of Directors may be increased or decreased from time to time in the manner provided for in the bylaws, but in no event shall the number of Directors be less than one (1) or more than ten (10). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the Corporation or until such successor Directors are elected and shall qualify are as follows:

Bart D. Nolde  
John Sellers  
Michael Holton  
Robert D. Gries, Jr.  
Brian Reynolds

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**ARTICLE V**  
**Principal Office**

The address of the principal office of the Corporation is 44 Sandpiper Road, Tampa, Florida 33609. The location of the principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Initial Registered Office and Agent**

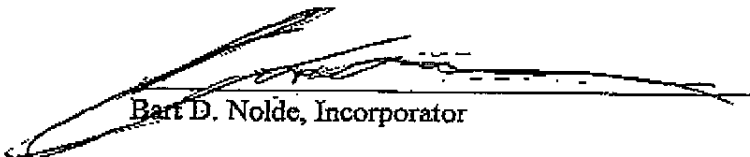
The address of the initial registered office of the Corporation is 44 Sandpiper Road, Tampa, Florida 33609 and the initial registered agent at such address is Bart D. Nolde.

**ARTICLE VII**  
**Incorporator**

The name and address of the sole Incorporator of the Corporation is as follows:

**Bart D. Nolde**  
**44 Sandpiper Road**  
**Tampa, Florida 33609**

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 27<sup>th</sup> day of August, 2001.

  
Bart D. Nolde, Incorporator

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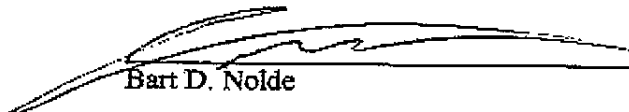
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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Nolde Partners II, Inc.

**DATED:** Effective August 29, 2001.

  
Bart D. Nolde

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