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**PARSONS & ASSOCIATES ATTORNEYS AT LAW, P.A.**

Wade H. Parsons, Esq., 1853 Victoria Avenue, Fort Myers, Florida 33901

**Mailing Address:**

P.O. Box 2462  
Fort Myers, Florida 33902

Telephone: (941) 337-2889  
Facsimile: (941) 337-1139

December 19, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: High Noon, Inc.

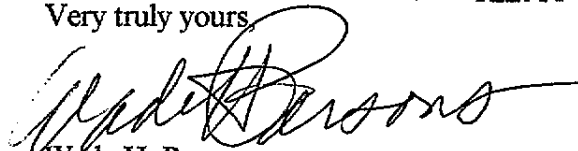
Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for High Noon, Inc., along with my check in the amount of \$122.50 for the filing of same.

Should you have any questions or require further information, please do not hesitate to contact me.

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-12/20/01--01076--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Very truly yours,

  
Wade H. Parsons

WHP:gg  
Enclosures: As stated

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE DEC 21 2001

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ARTICLES OF INCORPORATION

OF

HIGH NOON, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HIGH NOON, INC.

The address of the principal office of this corporation shall be 1853 Victoria Avenue, Fort Myers, Florida 33901 and the mailing address of the corporation shall be 1853 Victoria Avenue, Fort Myers, Florida 33901.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 1853 Victoria Avenue, Fort Myers, Florida 33901, and the name of the initial registered agent of the corporation at that address shall be Wade H. Parsons, Esq.

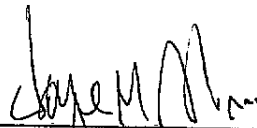
ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Wayne M. Dubin                      1853 Victoria Avenue  
Fort Myers, Florida

  
\_\_\_\_\_  
WAYNE M. DUBIN/Incorporator

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

Wade H. Parsons, Esq., is authorized to transact business in this State, having a business office identical with the registered office of the corporation named above and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Wade H. Parsons, Esq.