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May 30, 2002

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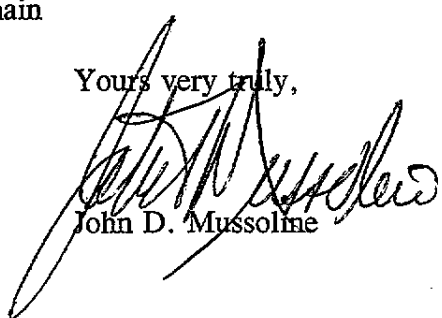
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Noon Group, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation, an executed copy and check to your order for \$78.75. Please file at your earliest convenience. I remain

Yours very truly,


John D. Mussoline

JDM/pg
Enclosures

FILED
2002 JUN -3 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
6/5/02

ARTICLES OF INCORPORATION
OF
THE NOON GROUP, INC.

FILED

2002 JUN -3 AM 9: 58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: THE NOON GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in every phase and aspect of any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property.

To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section

1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office of this corporation in the State of Florida is 944 Orca Circle, St. Augustine, Florida 32086. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent is George Thornton whose address is 944 Orca Circle, St. Augustine, Florida 32086.

ARTICLE VII

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
George Thornton	944 Orca Circle St. Augustine, Florida 32086
Woodrow L. Brown, Jr.	250 Fiddlers Point Drive St. Augustine, Florida 32080
Terry Duane Frei	323 Marshside Drive North St. Augustine, Florida 32080

ARTICLE IX

The name and post office address of the subscriber to these Articles of Incorporation is:

NAME

George Thornton

ADDRESS

944 Orca Circle
St. Augustine, Florida 32086

ARTICLE X

Any shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) medical and dental reimbursement plan or (7) other retirement or incentive compensation plans.

ARTICLE XIV

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgment, counsel fees, and amount paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of being or having been directors or officers, or a director or officer, of the

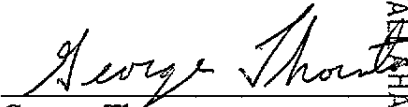
corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer, or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence of misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law agreement, vote of stockholders or otherwise.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law.

All rights of stockholders are subject to this reservation.

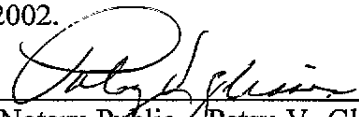
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 29th day of May, 2002.


George Thornton

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared, George Thornton, known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palatka, Putnam County, Florida this 29th day of May, 2002.

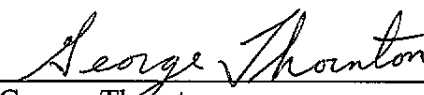

Notary Public Patsy V. Glisson
Serial No. CC962976



Patsy V. Glisson
MY COMMISSION # CC962976 EXPIRES
October 18, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

I, George Thornton, the initial registered agent accept the designation as such.


George Thornton

FILED
2002 JUN -3 AM 9:48
CLERK OF STATE
TALLAHASSEE FLORIDA