

95000057715

WILLIAM C. NOBLE  
3415 W. HILLSBOROUGH AVE. UNIT 714  
TAMPA, FL. 33614  
813/877-6118

JULY 19, 1995

SECRETARY OF STATE  
CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
P. O. BOX 6327  
TALLAHASSEE, FL. 32301

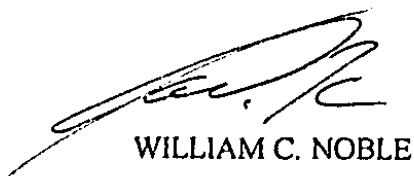
900001544229  
-07/24/95--01069--017  
\*\*\*122.50 \*\*\*122.50

STAFF,

WE ARE ENCLOSING HERewith THE PROPOSED ARTICLES OF  
INCORPORATION FOR ADVANCED PROFESSIONAL SERVICES INC. AN  
ADDITIONAL COPY OF THESE ARTICLES HAVE BEEN PROVIDED FOR  
RETURNING A CERTIFIED COPY TO US. OUR CHECK FOR \$122.50 TO COVER  
THE VARIOUS FF'S IS ENCLOSED.

WE WOULD APPRECIATE YOUR RETURNING THE CERTIFIED COPY TO ME  
AT YOUR EARLIEST CONVENIENCE.

SINCERELY,



WILLIAM C. NOBLE

JUL 26 1995 BSB

FILED  
95 JUL 26 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADVANCED PROFESSIONAL SERVICES INC.**

**FILED**  
**95 JUL 24 PM 1:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTACT, HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA AND I DO HEREBY CERTIFY THAT I HAVE BECOME SUCH A CORPORATION UNDER AND PURSUANT TO THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I**

THE NAME OF THE CORPORATION IS ADVANCED PROFESSIONAL SERVICES INC.

**ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION SHALL BE AND IS AS FOLLOWS:

1. TO ENGAGE IN AND TO OWN, OPERATE, RUN, CONDUCT AND MANAGE A BUSINESS OF PREPARING BUSINESS FORMS, PROVIDING GENERAL BUSINESS CONSULTING, AND TO PERFORM SUCH SERVICES AS ARE INCIDENTAL, PROPER OR NECESSARY TO THE OPERATION OF SUCH BUSINESS AND ALL ADJUNCTS THERETO, AND TO CARRY ON AND CONDUCT ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, CHAPTER 607 OF THE FLORIDA STATUTES.
2. FOR THE PURPOSE OF CARRYING ON THE BUSINESS AFORESAID, TO BUY, LEASE, SELL AND CONVEY PROPERTY, BOTH REAL AND PERSONAL, AS THE SAME SHALL EITHER BE NECESSARY OR INCIDENTAL TO THE CONDUCT OF SAID BUSINESS.
3. TO PURCHASE, LEASE OR EXCHANGE, HIRE OR OTHERWISE ACQUIRE, HOLD, OWN, POSSESS, EQUIP, USE, IMPROVE, MAINTAIN, MANAGE, DEVELOP, EXPLOIT, DEAL IN, SELL, CONVEY, ASSIGN, LEASE, MORTGAGE, PLEDGE OR OTHERWISE ENCUMBER OR DISPOSE OF ANY KIND OF REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION, AND PROPERTY IN THE NATURE OF EITHER REAL OR PERSONAL PROPERTY, INCLUDING ALL RIGHTS, ESTATES, INTERESTS, FRANCHISES, LICENSES, AND PRIVILEGES IN SUCH PROPERTY WHETHER REAL, PERSONAL OR MIXED, IMPROVED OR UNIMPROVED IN THE STATE OF FLORIDA OR ELSEWHERE.
4. TO ACQUIRE ALL OR ANY PART OF THE GOODWILL, RIGHTS, PROPERTY AND BUSINESS OF ANY PERSON, ENTITY, PARTNERSHIP, ASSOCIATION OR CORPORATION: TO PAY FOR THE SAME IN CASH OR IN STOCKS, BONDS, NOTES, MORTGAGES OR OTHER OBLIGATIONS OF THE CORPORATION: OR OTHERWISE TO HOLD, UTILIZE AND, IN ANY MANNER, DISPOSE OF THE WHOLE OR ANY PART OF THE RIGHTS AND PROPERTY SO ACQUIRED, AND TO ASSUME IN CONNECTION THEREWITH ANY LIABILITY OF ANY SUCH PERSON, ENTITY, PARTNERSHIP, ASSOCIATION OR CORPORATION AND TO CONDUCT, IN ANY LAWFUL MANNER, THE WHOLE OR ANY PART OF THE BUSINESS SO ACQUIRED.

5. TO CONDUCT ANY OF THE BUSINESS OF THE CORPORATION EITHER AS PRINCIPAL, AGENT OR FACTOR IN ANY OTHER MANNER OF ANY OTHER BASIS PERMITTED BY THE FLORIDA GENERAL CORPORATION ACT.

6. THE FOREGOING CLAUSES SHALL EACH BE CONSTRUED AS PURPOSES, OBJECTS AND POWERS AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE ENUMERATION HEREIN OF SPECIFIC PURPOSES, OBJECTS AND POWERS OF THE CORPORATION AND THE MATTERS EXPRESSED IN EACH CLAUSE SHALL, EXCEPT AS EXPRESSLY OTHERWISE PROVIDED, BE IN NO WISE LIMITED BY REFERENCE TO OR INFERENCE FOR TERMS OF ANY OTHER CLAUSE, BUT SHALL BE REGARDED INDEPENDENT PURPOSES, OBJECTS AND POWERS.

### ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE ISSUED AND OUTSTANDING AT ANY TIME IS 1,000 SHARES OF COMMON STOCK AT \$1 PAR VALUE, SAID STOCK MAY BE ISSUED BY THE CORPORATION, IN WHOLE OR IN PART, IN CASH OR OTHER PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION AT A VALUATION WHICH, IN ITS JUDGMENT SHALL SEEM ADEQUATE, AND THE VOTE OR CONSENT OF THE STOCKHOLDERS SHALL NOT BE NECESSARY FOR SUCH ISSUE. WHEN THE CONSIDERATION FIXED BY THE BOARD OF DIRECTORS FOR SAID STOCK HAS BEEN FULLY PAID AND DELIVERED, ANY AND ALL SHARES SO ISSUED THEREFORE, SHALL BE FULLY PAID STOCK AND NOT SUBJECT TO ANY FURTHER CALL OR ASSESSMENT THEREON.

### ARTICLE IV

THE DURATION OF THIS CORPORATION IS TO BE PERPETUAL.

### ARTICLE V

THE STREET AND MAILING ADDRESSES OF THE INITIAL PRINCIPAL OFFICE OF THIS CORPORATION IS 3415 W. HILLSBOROUGH UNIT 714, TAMPA, FL. 33614, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS WILLIAM C. NOBLE.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, CHANGE THE REGISTERED AGENT AND OFFICE OF THE CORPORATION.

### ARTICLE VI

THIS CORPORATION SHALL HAVE AT LEAST ( 1 ) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED, FROM TIME TO TIME, IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION IN THE MANNER PROVIDED BY LAW. DIRECTORS NEED NOT BE STOCKHOLDERS.

#### ARTICLE VII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND ARE QUALIFIED, ARE AS FOLLOWS:

NAME	ADDRESS
WILLIAM C. NOBLE	3415 W. HILLSBOROUGH AVE, UNIT 714, TAMPA, FL. 33614

#### ARTICLE VIII

THE NAME AND ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS WILLIAM C. NOBLE, 3415 W. HILLSBOROUGH AVE UNIT 714, TAMPA, FL. 33614


#### ARTICLE IX

THE OFFICERS OF THIS CORPORATION SHALL INCLUDE A PRESIDENT, A SECRETARY AND A TREASURER AND SUCH OFFICERS, AGENTS AND FACTORS WHO SHALL BE CHOSEN IN SUCH A MANNER, SHALL HOLD OFFICES FOR SUCH TERMS AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON.

#### ARTICLE X

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW AND ALL RIGHTS CONFERRED ON STOCKHOLDERS ARE GRANTED SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, I, THE UNDERSIGNED SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET MY HAND AND SEAL THIS 13TH DAY OF JULY, 1995, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AND I HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS THEREIN ARE TRUE.

 (SEAL)

Identification Provided Fl. DR. license  
(S)He did/ did not take an oath

# N140 923561710

1/95

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARS WILLIAM C. NOBLE, TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL SUBSCRIBING IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THE SAME FOR THE PURPOSES CONTAINED THEREIN.

WITNESS MY HAND AND OFFICIAL SEAL THIS 19<sup>th</sup> DAY OF July, 1975

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT  
LARGE

MY COMMISSION EXPIRES:



PAULA E. BURLINGAME  
MY COMMISSION # CC374626 EXPIRES  
May 21, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- ADVANCED PROFESSIONAL SERVICES INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT COUNTY OF HILLSBOROUGH,  
STATE OF FLORIDA, HAS NAMED WILLIAM C. NOBLE, LOCATED AT 3415 W.  
HILLSBOROUGH AVE. UNIT 714, TAMPA, FL. 33614, COUNTY OF HILLSBOROUGH, STATE OF  
FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
CORPORATE OFFICER

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 AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
SIGNATURE (RESIDENT AGENT)

July 19, 1995  
DATE

FILED  
95 JUL 24 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 95000057715  
[photocopy onto client letterhead]

November 15, 1995

Division of Corporations  
Department of State - Florida  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 DEC 20 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Advanced Professional Services Inc.  
a Florida for profit corporation  
Articles of Amendment

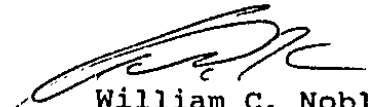
Dear Sir or Madam:

900001640329  
-11/17/95--01079--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

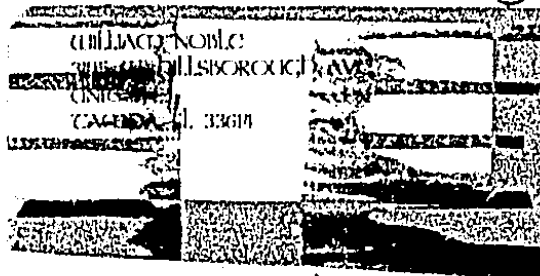
Enclosed please find two executed originals of the Articles of Amendment of the Articles of Incorporation of the above-referenced for profit corporation and a company check for the filing fee in the amount of \$35.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate Jackson L. Morris, the company attorney, at (813) 823-6233.

Very truly yours,

  
William C. Noble  
President

Enclosures



2415 W. Hillsborough  
#714  
Tanya, FL  
33614

AMEND  
+  
NO  
026  
12-20



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1995

WILLIAM C. NOBLE  
3415 W. HILLSBOROUGH AVENUE  
UNIT 714  
TAMPA, FL 33614

SUBJECT: ADVANCED PROFESSIONAL SERVICES INC.  
Ref. Number: P95000057715

We have received your document for ADVANCED PROFESSIONAL SERVICES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

THE AMENDMENT WAS RESUBMITTED UNSIGNED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 195A00053880

RECEIVED  
95 DEC 20 AM 9:02  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 28, 1995

WILLIAM C. NOBLE  
3415 W. HILLSBOROUGH AVENUE  
UNIT 714  
TAMPA, FL 33614

SUBJECT: ADVANCED PROFESSIONAL SERVICES INC.  
Ref. Number: P95000057715

We have received your document for ADVANCED PROFESSIONAL SERVICES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

I TRIED CALLING BUT THE NUMBER GIVEN WAS DISCONNECTED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 295A00051897

RECEIVED  
95 DEC 11 AM 8:52  
DIVISION OF CORPORATIONS

*Resubmitted*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ADVANCED PROFESSIONAL SERVICES INC.**

FILED  
95 DEC 20 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, Advanced Professional Services Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is Advanced Professional Services Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on November 8, 1995, by a vote of the holders of all the issued and outstanding common stock of the Corporation being the only class of capital stock issued and outstanding and entitled to vote hereon, by written consent without a meeting, pursuant to §607.0704, Fla. Stat., being sufficient in all respects for approval hereof.
3. The corporation has thirty-five or fewer stockholders.
4. Article I of the Articles of Incorporation shall be and hereby is amended to change the name of the Corporation to Noble, Gowan & Edmiston Ltd., Inc.
5. Article II of the Articles of Incorporation shall be and hereby is amended and restated in its entirety, as follows:

**ARTICLE II  
PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.


6. Article VII of the Articles of Incorporation shall be and hereby is deleted and reserved for future use.
7. Article IX of the Articles of Incorporation shall be and hereby is deleted and reserved for future use.
8. Except as amended, restated or deleted herein and hereby, the Articles of Incorporation of the Corporation shall be and are unchanged.

IN WITNESS WHEREOF, the undersigned, William C. Noble, President of Advanced Professional Services Inc., has executed the within Articles of Amendment this \_\_\_\_\_ day of November, 1995 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing hereof.

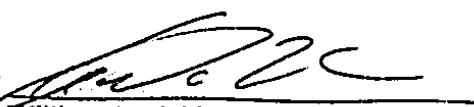
(CORPORATE SEAL)

Advanced Professional Services Inc.

ATTEST:

  
Secretary

By:

  
William C. Noble, President