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REFERENCE : 055723 125101A
AUTHORIZATION : Patricia Pyjuts
COST LIMIT : \$ 70.00

ORDER DATE : February 22, 1996
ORDER TIME : 12:04 PM
ORDER NO. : 055723
CUSTOMER NO: 125101A

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CUSTOMER: Liz Richards, Esq
LIZ RICHARDS, ESQ
6464 First Avenue North
St. Petersburg, FL 33710

SECRETARY OF STATE DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: NOAKES & ASSOCIATES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINY FUHRMAN

EXAMINER'S INITIALS:

SJM
2/23/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOAKES & ASSOCIATES, INC.

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:

NOAKES & ASSOCIATES, INC.

The address of the principal office of this corporation shall be 5580 77th Avenue North, Pinellas Park, Florida 34665, and the mailing address of the corporation shall be the same.

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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5580 77th Avenue North, Pinellas Park, Florida 34665, and the name of the initial registered agent of the corporation at that address is Billie S. Noakes.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Billie Noakes Dir.	5580 77th Avenue North Pinellas Park, Florida 34665
Richard Noakes Dir.	Same
Tracie Noakes Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Billie Noakes Pres./Vice Pres.	5580 77th Avenue North Pinellas Park, Florida 34665
Richard Noakes Treas.	Same
Tracie Noakes Sec.	Same

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on February 22, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : NOAKES & Associates, inc.

2. The name and address of the registered agent and office is:
BILLIE NOAKES, 5580 77th Avenue North, Pinellas Park, Fl 34665

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Billie S. Noakes
(Signature)

February 12, 1996
(Date)

Billie S. Noakes, Pres.
Printed Name, Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA