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F. M. WELLS, JR.
Attorney and Counselors at Law
4911 Park Street North
St. Petersburg, Florida 33709

Telephone: (813) 541-6671
Facsimile: (813) 545-2808

February 14, 1996

Florida Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of:
NOBLE MANUFACTURING AND DESIGNS, INC. 800001737238
03/08/96--01076--001
****122.50 ****122.50

Greetings:

Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$122.50 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,



F. M. WELLS, JR.

FMW:bf
Enclosures

Check: \$122.50

SN MAR 13 1996

FILED
MAR -8 AM 9:15
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOBLE MANUFACTURING DESIGNS, INC.

FILED
961118-8 AM 9:16
TALLAHASSEE, FLORIDA

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation shall be:

NOBLE MANUFACTURING DESIGNS, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

To engage in the invention, design, manufacture, sale, and distribution of goods, tools and equipment; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

The total number of shares authorized to be issued shall be 500 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE V. PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 1611 Eighteenth Avenue Drive East, Palmetto, Florida 34221-6503.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 4911 Park Street North, St. Petersburg, Florida 33709, and the name of the initial registered agent of the corporation at that address is F. M. WELLS, JR.

ARTICLE VII. INCORPORATOR AND INITIAL STOCKHOLDER

The name and address of the incorporators and initial stockholders of this corporation are:

JUNE C. HUTCHESON
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

STEWART W. TOBIAS
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the stockholders. The name and address of the initial

directors of this corporation are:

JUNE C. HUTCHESON
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

STEWART W. TOBIAS
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

Said directors shall hold office until successors are duly elected by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Vice-President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

JUNE C. HUTCHESON	-	President and
1611 Eighteenth Avenue Drive East		Treasurer
Palmetto, Florida 34221-6503		

STEWART W. TOBIAS	-	Vice President and
1611 Eighteenth Avenue Drive East		Secretary
Palmetto, Florida 34221-6503		

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XII. AMENDMENT

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

NOBLE MANUFACTURING DESIGNS, INC.
Articles of Incorporation

Page Four

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of February, 1996.

June C. Hutcheson (SEAL)
JUNE C. HUTCHESON, Incorporator

Stewart W. Tobias (SEAL)
STEWART W. TOBIAS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

F. M. Wells, Jr. (SEAL)
F. M. WELLS, JR., Registered Agent

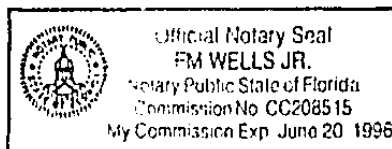
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared JUNE C. HUTCHESON and STEWART W. TOBIAS, to me well known and known to me to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and before me, they acknowledged the same to be their free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 27th day of February, 1996.

F. M. Wells, Jr.
Notary Public

My Commission Expires:



FILED
FEB 28 1996
CLERK OF DISTRICT COURT
PINELLAS COUNTY, FLORIDA

P96000022475



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 465413 86723A

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 87.50

ORDER DATE : July 17, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 465413-005

CUSTOMER NO: 86723A

300002240523--4

CUSTOMER: David L. Foster, Esq
Foster & Davis
Post Office Box 2911

St. Petersburg, FL 33731

DOMESTIC AMENDMENT FILING

NAME: NOBLE MANUFACTURING DESIGNS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 JUL 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 17 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NOBLE MANUFACTURING DESIGNS, INC.

97 JUL 17 PM 1:23
FILED
SECRET
TALLAHASSEE, FLORIDA

JUNE C. HUTCHESON, being the duly elected President and Chairman of the Board of Directors of NOBLE MANUFACTURING DESIGNS, INC., hereby certifies that in compliance with Section 607.1006 of the Florida Statutes, the following Amendment to the Articles of Incorporation of NOBLE MANUFACTURING DESIGNS, INC., was duly adopted by the Board of Directors of said corporation on July 15, 1997, to-wit:

IT IS HEREBY RESOLVED that the name of the corporation be changed to NOBLE DESIGNS, INC., and that ARTICLE I. NAME, of the Articles of Incorporation be amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be NOBLE DESIGNS, INC., and all references in these Articles of Incorporation to the name of the corporation shall be changed to NOBLE DESIGNS, INC.

JUNE C. HUTCHESON further certifies that this amendment was adopted by the Board of Directors of NOBLE MANUFACTURING DESIGNS, INC., without shareholder action as such shareholder action is not required under the existing Articles or By-Laws of NOBLE MANUFACTURING DESIGNS, INC.

In all other respects the Articles of Incorporation remain the same as filed.

June C. Hutcherson
JUNE C. HUTCHESON
President and Chairman of the Board
of Directors

Approved: June C. Hutcherson
Secretary

Articles of Amendment to Articles of Incorporation of
NOBLE MANUFACTURING DESIGNS, INC.

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STATE OF FLORIDA
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared JUNE C. HUTCHESON, to me known to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation of NOBLE MANUFACTURING DESIGNS, INC., who after being by me first duly sworn deposes and says that she is the President and Chairman of the Board of Directors of said corporation, and the foregoing Articles of Amendment, executed by her are true and correct and are the act and deed of said corporation.

WITNESS my hand and official seal at Palmetto, Manatee County, Florida this 15th day of July, A. D. 1997.



David W. Foster
Notary Public, State of Florida
My commission expires:

