

100 DAYS STREET  
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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 995992 4656E

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 21, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 995992

CUSTOMER NO: 4656E

2000001871262  
-06/21/96--01046--011  
\*\*\*122.50 \*\*\*122.50

CUSTOMER: Ms. Donna Wolfe  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL  
111 North Orange Avenue  
Suite #2050  
Orlando, FL 32801

DOMESTIC FILING

NAME: NOBLE-KIDD CORPORATION, A  
FLORIDA CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

gf  
6/21/96

ARTICLES OF INCORPORATION  
OF  
NOBLE-KIDD CORPORATION, a Florida corporation

FILED  
96 JUN 11 1995

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is NOBLE-KIDD CORPORATION, a Florida corporation.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 4100 Enchanted Oaks Circle, Kissimmee, Florida 34741. The street address of the initial registered office of this corporation is 111 North Orange Avenue, Suite 2050, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Michael J. Sullivan.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have three (3) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the By-Laws of this corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

R. Edward Noble	10610 Metrie Drive Suite 190 Dallas, Texas 75243
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Andrew E. Kidd	4100 Enchanted Oaks Circle Kissimmee, Florida 34741
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#### **ARTICLE VIII** **INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Michael J. Sullivan	111 North Orange Avenue Suite 2050 Orlando, Florida 32801
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#### **ARTICLE IX** **BY-LAWS**

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors of the corporation.

#### **ARTICLE X** **INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE XI** **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

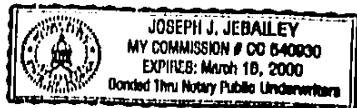
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation at Orlando, Florida, this 20<sup>th</sup> day of June, 1996.

Michael J. Sullivan  
Michael J. Sullivan

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of June, 1996, by MICHAEL J. SULLIVAN, who is personally known to me.

(SEAL)



Joseph J. JeBailey  
NOTARY PUBLIC  
Print Name: Joseph J. JeBailey  
My Commission Expires: 3-18-2000

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

DATED: June 20<sup>th</sup>, 1996

Michael J. Sullivan  
Michael J. Sullivan