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AMARI, THERIAC & EISENMENGER, P.A.

Attorneys and Counselors At Law

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David M. Presnick
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Reply To: Cocoa

Mariner Square
Suite 302
96 Willard Street
Cocoa, Florida 32922-7998
Telephone (407) 639-1320
Fax (407) 639-6690

Imperial Plaza
Suite 1104
6769 N. Wickham Road
Melbourne, Florida 32940
Telephone (407) 259-6611
Fax (407) 259-6624

September 27, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: NOBLE ENGINEERING ASSOCIATES, INC.

500001960235
-10/01/96--01013--004
***122.50 ***122.50

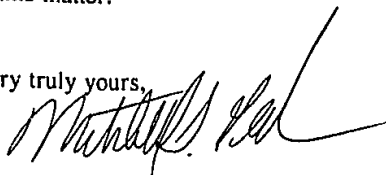
Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with my check in the amount of \$122.50, for payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Very truly yours,



Mitchell S. Goldman, Esquire

MSG:mac
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:09

g 10/2/96

EFFECTIVE DATE

9/27/96

ARTICLES OF INCORPORATION
OF
NOBLE ENGINEERING ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:00

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **NOBLE ENGINEERING ASSOCIATES, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: CAROL NOBLE.

The principal office of the corporation is as follows: 2205 MacFarland Drive, Cocoa, Florida 32922.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The names and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
CAROL NOBLE	2205 MacFarland Drive Cocoa, Florida 32922

ARTICLE VII
Incorporator

The names and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
CAROL NOBLE	2205 MacFarland Drive Cocoa, Florida 32922

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 27 day of September, 1996.



CAROL NOBLE

STATE OF FLORIDA
COUNTY OF BREVARD

FILED
SECRETARY OF STATE
CORPORATIONS
96 SEP 30 PM 12:00

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by CAROL NOBLE.



MARIA A CRANE
My Commission CC341437
Expires Mar. 15, 1998
Bonded by ANB
800-862-5878

Maria A Crane
NOTARY PUBLIC
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:
NOBLE ENGINEERING ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates CAROL NOBLE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2205 MacFarland Drive, Cocoa, Florida 32922.

Carol Noble
CAROL NOBLE

DATED: September 27, 1996

Having been named to accept services 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.

Carol Noble
CAROL NOBLE

DATED: September 27, 1996

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LAW OFFICES
AMARI, THERIAC & EISENMENGER, P.A.

Attorneys and Counselors At Law

Richard S. Amari
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November 4, 1996

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-11/07/96--01032--026
*****87.50 *****87.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: NOBLE ENGINEERING ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed please find an original and (1) copy of the Articles of Amendment to Articles of Incorporation of Noble Engineering Associates, Inc. Also enclosed is our trust account check in the amount of \$87.50, which represents \$35.00 for filing the amended articles and \$52.50, so that we may receive a certified copy of same.

If you should have any questions regarding the foregoing, please contact our office.

Sincerely,

Maria A. Crane

Maria A. Crane, Secretary to
Mitchell S. Goldman

/mac
Enclosures

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -7 AM 10:15
NOV 15 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NOBLE ENGINEERING ASSOCIATES, INC.

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
96 NOV - 7 AM 10: 19

1. Article III of the Articles of Incorporation of Noble Engineering Associates, Inc. is amended to read as follows:

ARTICLE III - PURPOSES

The corporation is organized for the purpose of rendering professional services to the public in the field of engineering, and is authorized to engage in and transact any or all lawful business within the scope of Chapter 471, Florida Statutes, or other applicable law.

2. The foregoing amendment was adopted by written consent dated Oct 29, 1996, signed by all the shareholders of this corporation pursuant to Section 607.0704 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment on this 29th day of October, 1996.

Carl Noble
President

Carl Noble
Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Carl Noble, President and Secretary of Noble Engineering Associates, Inc., to me well known to be the person described in and who executed the foregoing Articles of Amendment to Articles of Incorporation of Noble Engineering Associates, Inc., and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 29 day of Oct, 1996.



NOTARY PUBLIC

My Commission Expires: