

LAW OFFICE OF
SHEREE H. LANCASTER, P.A.
109 EAST WADE STREET
POST OFFICE BOX 1000
TRENTON, FLORIDA 32693

PHONE: (352) 463-1000
FAX: (352) 463-2939

November 1996

Honorable Sandra B. Mortham
Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

Re: NODA ROSS, INC.

Dear Mrs. Mortham:

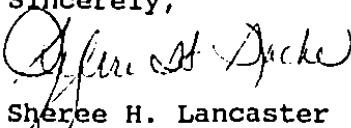
Enclosed please find the original and one copy of the Articles of Incorporation and the original and one copy of the Instrument Designating a Resident Agent for the above named corporation. Also enclosed is a check for payment of the following:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Designation of Resident Agent	<u>35.00</u>
TOTAL	\$122.50

Please return the certified copy of the Articles of Incorporation to this office when completed.

Thank you for your attention in this matter. If you have any questions, please do not hesitate to call my office.

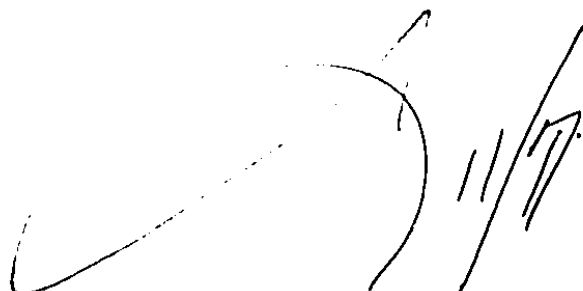
Sincerely,

for 
Sherree H. Lancaster

SHL/shs

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

NODA ROSS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the corporation is NODA ROSS, Inc.

ARTICLE TWO: PRINCIPAL OFFICE

The mailing address for the corporation is Post Office Box 2269, Chiefland, Florida 32644. The street address for the Corporation is 12330 NW 62nd Avenue, Chiefland, FL 32626.

ARTICLE THREE: DURATION

The term of existence of the corporation is perpetual. The date of commencement of the corporation shall be upon filing of these articles.

ARTICLE FOUR: PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FIVE: CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock. The Board of Directors is empowered to issue I.R.C. 1244 Stock.

ARTICLE SIX: PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SEVEN: REGISTERED OFFICE

The street address of the initial registered office of the corporation is the 12330 NW 62nd Avenue, Chiefland, Florida, 32626, and the name of the initial registered agent is JOAQUIN ALEJANDRO NODA, JR., whose address is 12330 NW 62nd Avenue, Chiefland,

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Florida 32626.

ARTICLE EIGHT: DIRECTORS

The initial Board of Directors of the corporation shall consist of two (2) members. The Board of Directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one. The names of the initial Board of Directors are:

JOHN L. ROSS
POST OFFICE BOX 1424
TRENTON, FL 32693

and

JOAQUIN ALEJANDRO NODA, JR.
POST OFFICE BOX 2269
CHIEFLAND, FL 32644

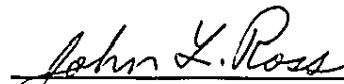
ARTICLE NINE: INCORPORATION


The name and address of the incorporators are:

JOHN L. ROSS
POST OFFICE BOX 1424
TRENTON, FL 32693

and

JOAQUIN ALEJANDRO NODA, JR.
POST OFFICE BOX 2269
CHIEFLAND, FL 32644




JOHN L. ROSS


JOAQUIN ALEJANDRO NODA, JR.

STATE OF FLORIDA
COUNTY OF GILCHRIST

BEFORE ME, the undersigned officer, personally appeared JOHN L. ROSS, who is personally known to me, and JOAQUIN ALEJANDRO NODA, JR., who produced FL Driver's License as identification and who executed the foregoing instrument and they acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 30th day of October, 1996.



NOTARY PUBLIC
My commission expires:



SHEREE H LANCASTER
My Commission CC405206
Expires Oct. 22, 1998

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

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that NODA ROSS, INC., desiring to be organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, County of Levy, State of Florida, has named JOAQUIN ALEJANDRO NODA, JR. located at 12330 NW 62nd Avenue, Chiefland, Florida, 32626, County of Levy, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Joaquin Alejandro Noda, Jr.
JOAQUIN ALEJANDRO NODA, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA