

P97000004287  
WILLIAM C. NOBLE

CONSULTANT  
1310 GULF BLVD.  
PENTHOUSE A  
CLEARWATER, FL. 34630

Telephone 813/595-7736  
Fax 813/595-8481  
email: williamn1@juno.com

5/1/97

SECRETARY OF STATE  
CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FL. 32302

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-05/02/97--01157--008  
\*\*\*\*122.50 \*\*\*\*122.50

STAFF,

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR "THE NOBLE HOUSE INC." ALONG WITH A CHECK IN THE AMOUNT OF \$122.50 TO COVER THE COSTS OF FILING AND FOR A RETURN CERTIFIED COPY OF THESE SAID ARTICLES.

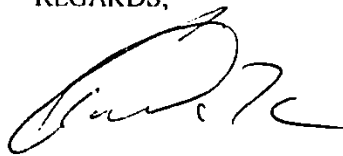
PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES TO:

MR. MATT CARLEY  
135 BECKET LANE  
HEATHROW, FL. 32746

ANY QUESTIONS, PROBLEMS, OR CONCERNS PLEASE CALL ME DIRECT AT THE ABOVE PHONE NUMBERS.

THANK YOU IN ADVANCE FOR YOUR HELP.

REGARDS,

  
WILLIAM C. NOBLE

FILED  
97 MAY 13 AM 8 42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dena  
5/15  
P97-32669

## WILLIAM C. NOBLE

CONSULTANT  
1310 GULF BLVD.  
PENTHOUSE A  
CLEARWATER, FL. 34630

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Telephone 813/595-7736

Fax 813/595-8461

email:williamn1@juno.com

5/10/97

DIVISION OF CORPORATIONS

REF: CHANGING OF COMPANY NAME

STAFF,

PLEASE FIND ENCLOSED THE NEW ARTICLES OF INCORPORATION  
THAT REFLECT A DIFFERENT NAME. ALSO PLEASE FIND ENCLOSED THE  
COPY OF THE LETTER YOU SENT STATING THE NAME WAS ALREADY  
TAKEN.

HOPEFULLY THIS WILL NOW WORK.

PROBLEMS PLEASE NOTIFY ME AT THE ABOVE ADDRESS OR PHONE  
NUMBER. OTHERWISE PLEASE SEND THE CERTIFIED COPY TO MR. CARLEY  
AT 135 BECKET LANE, HEATHROW FL. 32746.

MY THANKS AND SORRY FOR THE SCRWE UP.

REGARDS,

WILLIAM NOBLE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
97 MAY 13 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 6, 1997

WILLIAM C. NOBLE  
1310 GULF BLVD  
PENTHOUSE A  
CLEARWATER, FL 34630

SUBJECT: THE NOBLE HOUSE INC.  
Ref. Number: W97000010414

We have received your document for THE NOBLE HOUSE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 297A00023857

ARTICLES OF INCORPORATION  
OF  
THE NOBLE HOUSE OF BOSTON INC.

FILED  
97 MAY 13 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTACT, HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA AND I DO HEREBY CERTIFY THAT I HAVE BECOME SUCH A CORPORATION UNDER AND PURSUANT TO THE FOLLOWING ARTICLES OF INCORPORATION

ARTICLE I

THE NAME OF THE CORPORATION IS THE NOBLE HOUSE OF BOSTON INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION SHALL BE AND IS AS FOLLOWS:

1. TO ENGAGE IN AND TO OWN, OPERATE, RUN, CONDUCT AND MANAGE A BUSINESS OF PUBLIC RELATIONS AND TO PERFORM SUCH SERVICES AS ARE INCIDENTAL, PROPER OR NECESSARY TO THE OPERATION OF SUCH BUSINESS AND ALL ADJUNCTS THERETO, AND TO CARRY ON AND CONDUCT ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, CHAPTER 607 OF THE FLORIDA STATUTES.

2. FOR THE PURPOSE OF CARRYING ON THE BUSINESS AFORESAID, TO BUY, LEASE, SELL AND CONVEY PROPERTY, BOTH REAL AND PERSONAL, AS THE SAME SHALL EITHER BE NECESSARY OR INCIDENTAL TO THE CONDUCT OF SAID BUSINESS.

3. TO PURCHASE, LEASE OR EXCHANGE, HIRE OR OTHERWISE ACQUIRE, HOLD, OWN, POSSESS, EQUIP, USE, IMPROVE, MAINTAIN, MANAGE, DEVELOP, EXPLOIT, DEAL IN, SELL, CONVEY, ASSIGN, LEASE, MORTGAGE, PLEDGE OR OTHERWISE ENCUMBER OR DISPOSE OF ANY KIND OF REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION, AND PROPERTY IN THE NATURE OF EITHER REAL OR PERSONAL PROPERTY, INCLUDING ALL RIGHTS, ESTATES, INTERESTS, FRANCHISES, LICENSES, AND PRIVILEGES IN SUCH PROPERTY WHETHER REAL, PERSONAL OR MIXED, IMPROVED OR UNIMPROVED IN THE STATE OF FLORIDA OR ELSEWHERE.

4. TO ACQUIRE ALL OR ANY PART OF THE GOODWILL, RIGHTS, PROPERTY AND BUSINESS OF ANY PERSON, ENTITY, PARTNERSHIP, ASSOCIATION OR CORPORATION: TO PAY FOR THE SAME IN CASH OR IN STOCKS, BONDS, NOTES, MORTGAGES OR OTHER OBLIGATIONS OF THE CORPORATION. OR OTHERWISE TO HOLD, UTILIZE AND, IN ANY MANNER, DISPOSE OF THE WHOLE OR ANY PART OF THE RIGHTS AND PROPERTY SO ACQUIRED, AND TO ASSUME IN CONNECTION THEREWITH ANY LIABILITIES OF ANY SUCH PERSON, ENTITY, PARTNERSHIP, ASSOCIATION OR CORPORATION AND CONDUCT, IN ANY LAWFUL MANNER, THE WHOLE OR ANY PART OF THE BUSINESS SO ACQUIRED

5. TO CONDUCT ANY OF THE BUSINESS OF THE CORPORATION EITHER AS PRINCIPAL, AGENT OR FACTOR IN ANY OTHER MANNER OF ANY OTHER BASIS PERMITTED BY THE FLORIDA GENERAL CORPORATION ACT

6. THE FOREGOING CLAUSES SHALL EACH BE CONSTRUED AS PURPOSES, OBJECTS AND POWERS AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE ENUMERATION HEREIN OF SPECIFIC PURPOSES, OBJECTS AND POWERS OF THE CORPORATION AND THE MATTERS EXPRESSED IN EACH CLAUSE SHALL, EXCEPT AS EXPRESSLY OTHERWISE PROVIDED, BE IN NO WISE LIMITED BY REFERENCE TO OR INFERENCE FOR TERMS OF ANY OTHER CLAUSE, BUT SHALL BE REGARDED INDEPENDENT PURPOSES, OBJECTS AND POWERS.

### ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE ISSUED AND OUTSTANDING AT ANY TIME IS 1,000 SHARES OF COMMON STOCK AT \$1 PAR VALUE, SAID STOCK MAY BE ISSUED BY THE CORPORATION, IN WHOLE OR IN PART, IN CASH OR OTHER PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION AT A VALUATION WHICH, IN ITS JUDGMENT SHALL SEEM ADEQUATE, AND THE VOTE OR CONSENT OF THE STOCKHOLDERS SHALL NOT BE NECESSARY FOR SUCH ISSUE. WHEN THE CONSIDERATION FIXED BY THE BOARD OF DIRECTORS FOR SAID STOCK HAS BEEN FULLY PAID AND DELIVERED, ANY AND ALL SHARES SO ISSUED THEREFORE, SHALL BE FULLY PAID STOCK AND NOT SUBJECT TO ANY FURTHER CALL OR ASSESSMENT THEREON.

### ARTICLE IV

THE DURATION OF THIS CORPORATION IS TO BE PERPETUAL.

### ARTICLE V

THE STREET AND MAILING ADDRESSES OF THE INITIAL PRINCIPAL OFFICE OF THIS CORPORATION IS 135 BECKET LANE, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS MATTHEW T. CARLEY

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, CHANGE THE REGISTERED AGENT AND OFFICE OF THE CORPORATION

### ARTICLE VI

THIS CORPORATION SHALL HAVE AT LEAST ( 1 ) DIRECTORS INITIALLY THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED, FROM TIME TO TIME, IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION IN THE MANNER PROVIDED BY LAW. DIRECTORS NEED NOT BE STOCKHOLDERS.

#### ARTICLE VII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND ARE QUALIFIED, ARE AS FOLLOWS:

NAME  
MATTHEW T. CARLEY

ADDRESS  
135 BECKET LANE, HEATHROW, FL. 32746

#### ARTICLE VIII

THE NAME AND ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS MATTHEW T. CARLEY, 135 BECKET LANE, HEATHROW, FL. 32746

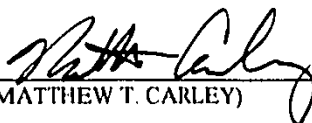
#### ARTICLE IX

THE OFFICERS OF THIS CORPORATION SHALL INCLUDE A PRESIDENT, A SECRETARY AND A TREASURER AND SUCH OFFICERS, AGENTS AND FACTORS WHO SHALL BE CHOSEN IN SUCH A MANNER, SHALL HOLD OFFICES FOR SUCH TERMS AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON.

#### ARTICLE X

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW AND ALL RIGHTS CONFERRED ON STOCKHOLDERS ARE GRANTED SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, I, THE UNDERSIGNED SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET MY HAND AND SEAL THIS 29TH DAY OF APRIL, 1997, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AND I HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS THEREIN ARE TRUE.

 (SEAL)  
(MATTHEW T. CARLEY)


STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARS MATTHEW T. CARLEY, TO ME KNOWN TO ME TO BE THE INDIVIDUAL SUBSCRIBING IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME FOR THE PURPOSES CONTAINED THEREIN

WITNESS MY HAND AND OFFICIAL SEAL THIS 30<sup>th</sup> DAY OF  
April, 1997

Caryn M. Burke  
NOTARY PUBLIC, STATE OF FLORIDA AT  
LARGE

MY COMMISSION EXPIRES:


CARYN M. BURKE  
Notary Public, State of Florida  
My Comm. Expires July 29, 1998  
No. CC 977458  
Bonded Thru  Office Group Service

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


IN COMPLIANCE WITH SECTION 48 091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED

FIRST -- THE NOBLE HOUSE OF BOSTON INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT COUNTY OF ORANGE , STATE OF  
FLORIDA, 135 BECKET LANE HEATHROW, COUNTY OF ORANGE , STATE OF FLORIDA, AS  
IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
CORPORATE OFFICER  
MATTHEW T. CARLEY

HAVING BEEN NAMED TO ACCEPT SERVICE 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.

  
SIGNATURE (RESIDENT AGENT)  
MATTHEW T. CARLEY

5/9/97  
DATE

FILED  
97 MAY 13 AM 8:42  
TALLAHASSEE, FLORIDA  
STATE