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97000077421

August 22, 1997

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

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-08/25/97--01140--019
****245.00 ****122.50

Re: NOBLE EQUITIES TRUST FINANCIAL CORPORATION
NOBLE GUARANTY HOLDINGS, INC.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of the two above-referenced proposed Florida corporations. Also enclosed is our check in the amount of \$245.00 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50) for both corporations. Please forward the certified copies of the articles to me.

Thank you for your attention to this matter.

Sincerely,

Jan E. Blanck

Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

August 26, 1997

ROBERT C. WHITE JR.
201 SOUTH BISCAYNE BOULEVARD
20TH FLOOR
MIAMI, FL 33131

SUBJECT: NOBLE EQUITIES TRUST FINANCIAL CORPORATION

Ref. Number: W97000019793

We have received your document for NOBLE EQUITIES TRUST FINANCIAL CORPORATION and your check(s) totaling \$245.00. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 497A00043022

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

NOBLE EQUITIES TRUST FINANCIAL CORPORATION

The undersigned, acting as incorporator of NOBLE EQUITIES TRUST FINANCIAL CORPORATION, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Noble Equities Trust Financial Corporation.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 .

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all activities permitted by the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 150,000,000 shares of stock having a par value of \$0.001 per share, 10,000,000 of which shall be preferred shares and 140,000,000 of which shall be common shares. The designations, rights and preferences of the preferred shares shall be as established from time to time by resolution of the Board of Directors of the Corporation.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard, 20 th Floor Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 1997.


Robert C. White, Jr.
Incorporator

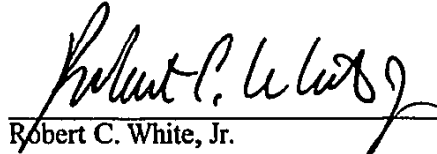
CERTIFICATE OF REGISTERED AGENT

OF

NOBLE EQUITIES TRUST FINANCIAL CORPORATION

Having been named to accept service of process for Noble Equities Trust Financial Corporation at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: August 22, 1997


Robert C. White, Jr.

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