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October 26, 1998

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VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

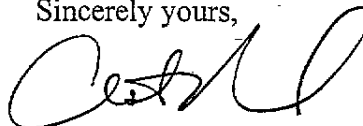
RE: Max Noblin Company

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of the above referenced company, and a check for \$87.50 (includes filing fee of \$35.00, certified copy fee of \$8.75, designation of and acceptance by registered agent filing fee of \$35.00 and certificate of status of \$8.75). We would like to pick up the certified copy of the Articles of Incorporation tomorrow. Please contact me or my assistant, Karen Chason, when it is ready.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely yours,



Austin B. Neal

ABN/kbc
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. SMITH OCT. 26 1998

ARTICLES OF INCORPORATION

OF

MAX NOBLIN COMPANY

Article I
Name

The name of the Corporation shall be Max Noblin Company.

Article II
Principal Office

The initial principal office of the Corporation shall be located at 3176 Hawks Landing Drive, Tallahassee, Florida 32308.

Article III
Purpose

The purpose of the Corporation shall be to engage in any lawful business permitted under the laws of the United States and of the State of Florida.

Article IV
Authorized Shares, Voting, and Distribution

The Corporation shall have authority to issue 100 shares of Common Stock, with a par value of One Dollar (\$1) per share. Holders of shares of Common Stock shall be entitled to one vote for each share held on matters properly voted upon by the shareholders. There shall be no cumulative voting. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of shares of Common Stock will be entitled to receive all assets of the Corporation available for distribution.

Article V
Board of Directors

The business of the Corporation shall be managed by or under the direction of a Board of Directors which shall consist of one or more persons. The number of directors shall be fixed from time to time by the Board of Directors.

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TALLAHASSEE, FLORIDA

Article VI
Registered Agent and Office

The Corporation's registered agent shall be Austin B. Neal, Esquire, of Foley & Lardner, P.A.,
300 East Park Avenue, Tallahassee, Florida 32301.


Article VII
Incorporator

The name and address of the sole incorporator is Max Pichard Noblin, 3176 Hawks Landing
Drive, Tallahassee, FL 32308.

MAX NOBLIN COMPANY

Dated this 14th day of
October, 1998

BY:


Max Pichard Noblin, Sole Incorporator
Max Noblin Company
3176 Hawks Landing Drive
Tallahassee, FL 32308

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th day of October, 1998
by Max Pichard Noblin, who is personally known to me and who did not take an oath.


Notary Public



Virginia R. Madewell
MY COMMISSION # CC627624 EXPIRES
March 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Max Noblin Company.
2. The name and address of the registered agent and office is:

Austin B. Neal, Esquire
Foley & Lardner, P.A.
300 East Park Avenue
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 8th day of
October, 19 98.



Austin B. Neal, Esq., Registered Agent

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FL 32399

MAX NOBLIN COMPANY

Consent of Sole Incorporator
in Lieu of Organizational Meeting

The undersigned, the sole incorporator, consent to and adopts the following resolutions, effective on the date set forth below:

1. Max P. Noblin is elected to serve as a director of the Corporation, and shall serve in that capacity until his successor is elected and qualified at the next annual meeting of the shareholders or as otherwise provided in the Bylaws.
2. The following officers are elected to serve until his or her respective successor is elected and qualified at the next meeting of the Board of Directors or as otherwise provided in the Bylaws:

President:	Max P. Noblin
Vice-President & Treasurer:	Meredith Noblin
Secretary:	Austin B. Neal
3. The Articles of Incorporation of the Corporation certified by the Secretary of State, a copy of which is made Exhibit A hereto, shall be inserted in the Minute Book of the Corporation immediately preceding this Consent.
4. The Bylaws of the Corporation, a copy of which is made Exhibit B hereto, are adopted and shall be inserted in the Minute Book of the Corporation immediately following the Articles of Incorporation.
5. The Corporation shall enter into the Subscription Agreement made Exhibit A hereto whereby Max P. Noblin will purchase One hundred (100) shares of the Corporation's Common Stock for One Hundred Dollars (\$100) in the aggregate. The sole incorporator has determined that the consideration indicated in the Subscription Agreement is reasonably equivalent to the value of the shares acquired and that entering into the Subscription Agreement is in the best interest of the Corporation.
6. The seal impressed upon the margin of this page shall be adopted as the seal of the Corporation.
7. As required by Section 607.0704(1), the sole incorporator shall cause this written consent to be delivered to the Corporation's secretary within sixty (60) days after the date set forth below.

Dated this 14 day of October, 1998.


Max P. Noblin, Sole Incorporator

Subscription Agreement

This Agreement is entered into this 14th day of October, 1998, by and between Max Noblin Company (the "Company") and Max P. Noblin, individually ("Purchaser"). In consideration of the mutual promises and covenants given herein, the receipt and sufficiency of which are hereby acknowledged, the parties do covenant and agree as follows:

Section One Duties and Warranties of the Company

1.1. The Company shall issue and deliver to Purchaser One Hundred (100) shares of its Common Stock ("the Shares").

1.2. The Company warrants that, when issued, the Shares shall represent all of the authorized, issued, and outstanding capital stock of the Company.

1.3. The Company warrants that, when issued, the Shares shall be fully paid and non-assessable, and not subject to any liens or encumbrances.

Section Two Duties of the Purchaser

2.1. Purchaser shall pay as full consideration for the Shares an amount equal to One Hundred Dollars (\$100) in the aggregate, in accordance with section 2.2 hereof.

2.2. The price for the Shares set out in section 2.1 hereof shall be payable within five (5) years of the date of issuance.

Section Three Miscellaneous

3.1. The rights of the Company under this Agreement shall be transferable, and all covenants and agreements hereunder shall enure to the benefit of, and be enforceable by or against its successors and assigns.

3.2. This instrument contains the entire agreement of the parties. It may be changed only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification, extension, or discharge is sought.

Dated this 14 day of October, 1998.

Virginia R. Madewell
Attest

Barbara B. Chason
Attest

Max P. Noblin
Max P. Noblin, President
Max Noblin Company

Max P. Noblin
Max P. Noblin, Individually