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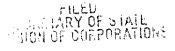
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Signature		
Requested by: Name	Date	$\frac{9}{\text{Time}} \frac{1.40}{}$

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ARTICLES OF INCORPORATION

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OF

NOE OF CENTRAL FLORIDA, INC.

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

ARTICLE I: NAME

The name of the corporation is NOE OF CENTRAL FLORIDA, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 37 North Orange Avenue, Suite 200, Orlando, FL 32801.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is D. Paul Dietrich, 37 North Orange Avenue, Suite 200, Orlando, FL 32801.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is P/D, Patrice Carreau Gaschereau, VP/D, Astrid Carreau Gaschereau, 22 RUE DSS ALIZEES SCHOELCHER 97233, Martinique, FWI.

The undersigned has executed these Articles of Incorporation this 4th day of February 1999.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, <u>Florida Statutes</u>, the undersigned corporation, organized under the laws 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 NOE OF CENTRAL FLORIDA, INC.
- 2. The name and address of the registered agent and office is:

D. Paul Dietrich 37 N. Orange Avenue, Suite 200 Orlando, Florida 32801

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.

D. Paul Dietrich

2/2/99

Date

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