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Send to

August 4, 2000

* Of Counsel
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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Castillo & Castillo Mediation, Investigation
& Consulting Service, Inc.

Gentlemen or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above referenced corporation, a check in the amount of \$78.75 (\$70.00 filing fee and \$8.75 certified copy) to cover the cost of filing same, together with a self-addressed stamped envelope.

Please have the Articles of Incorporation filed immediately. Thank you for your cooperation.

Very truly yours,

Amy Armstrong
Amy Armstrong
Paralegal to Mark H. Gelman

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encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**CASTILLO & CASTILLO MEDIATION,
INVESTIGATION & CONSULTING SERVICE, INC.
(a Florida corporation)**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under Chapter 607, Florida Statutes, under the Laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be Castillo & Castillo Mediation, Investigation & Consulting Service, Inc.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by the corporation is any and all activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in have one (1) or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and property including franchises, patents, copyrights,

trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To acquire the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock at one dollar.

(\$1.00) par value, with pre-emptive rights.

A. Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, included but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Pre-emptive rights shall apply to the re-issuance of all redeemed or to otherwise acquire shares, including the re-issuance of treasury shares.

B. This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

C. No issue of stock of the corporation shall take place unless the prices at which the stock is to be issued shall be unanimously approved by the shareholders of each affected class.

D. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

E. Sub-Chapter S - The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 1158 Chelsea Park Drive, Clermont, Florida 34711. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI DIRECTORS

This corporation shall have not less than two (2) directors initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street address of the sole members of the first Board of Directors are:

<u>Name:</u>	<u>Address:</u>
Francis B. Castillo	1158 Chelsea Parc Drive Clermont, FL 34711
Deborah L. Castillo	1158 Chelsea Parc Drive Clermont, FL 34711

**ARTICLE VIII
SUBSCRIBERS**

The name and street address of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>Name:</u>	<u>Address:</u>	<u>Shares:</u>	<u>Value:</u>
Francis B. Castillo	1158 Chelsea Parc Drive Clermont, FL 34711	500	\$500.00
Deborah L. Castillo	1158 Chelsea Parc Drive Clermont, FL 34711	500	\$500.00

**ARTICLE IX
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE X
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 1200 Riverplace Boulevard, Suite #917, Jacksonville, Florida 32207, and the registered agent shall be Eraclides, Johns, Hall, Gelman, & Eikner, L.L.P.

Pursuant to Florida Statutes, Section 607.0501 and 607.0502, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Mark H. Gelman, Representative of Eraclides,
Johns, Hall, Gelman, & Eikner, LLP,
Registered Agent

**ARTICLE XI
AMENDMENTS**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
AMENDMENTS**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, MARK H. GELMAN, and THEODORE M. JOHNS, the incorporators named above, have hereunto set their hands and seals this 4th day of August 2000.

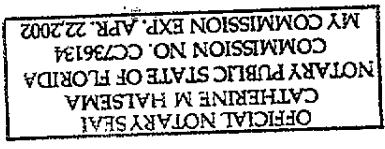
[Signature]
MARK H. GELMAN, Incorporator
[Signature]
THEODORE M. JOHNS, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, MARK H. GELMAN, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that he is the person described in the foregoing Articles of Incorporation and he has subscribed to those Articles of Incorporation.

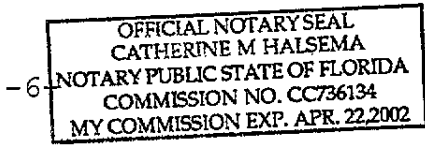
Witness my hand and official seal this 4th day of August, 2000.
Catherine Halsema
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DUVAL



Before me, the undersigned authority, personally appeared, THEODORE M. JOHNS, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that she is the person described in the foregoing Articles of Incorporation and she has subscribed to those Articles of Incorporation.

Witness my hand and official seal this 4th day of August, 2000.
Catherine Halsema
Notary Public, State of Florida
My Commission Expires:



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


FILED
2000 AUG 11 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Fla. Stat., the following is submitted in compliance with said Act:

That Castillo & Castillo Mediation, Investigation & Consulting Service, Inc., is organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Clermont, County of Lake, State of Florida, and has named Eraclides, Johns, Hall, Gelman, & Eikner, L.L.P., located at 1200 Riverplace Boulevard, Suite #917, City of Jacksonville, County of Duval, State of Florida 32207 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in the 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.


MARK H. GELMAN, representative of
Eraclides, Johns, Hall Gelman, & Eikner, L.L.P.