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P98000068013
July 24, 1998

Via Federal Express

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

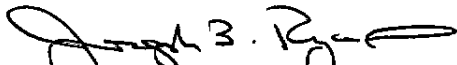
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***122.50 ***122.50

Re: Castle Power Enterprises, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the above referenced Florida corporation.

Please forward a certified copy of the Articles of Incorporation to the undersigned. A check in the amount of \$122.50 is enclosed.

Very truly yours,


Joseph B. Ryan III

encl.

FILED
98 AUG -4 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

JOSEPH B. RYAN III, ESQ.
250 BIRD RD., STE. 216
CORAL GABLES, FL 33146-1424

SUBJECT: CASTLE POWER ENTERPRISES, INC.
Ref. Number: W98000017193

We have received your document for CASTLE POWER ENTERPRISES, 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):

Article VI states there will be TWO director(s), whereas NONE is/are listed.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 798A00039817

**ARTICLES OF INCORPORATION
OF
CASTLE POWER ENTERPRISES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE I
Name

The name of the corporation is CASTLE POWER ENTERPRISES, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the day these Articles are filed with the Florida Secretary of State.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 7160 Venetian St., Miramar, Florida 33023, and the name of the initial registered agent of this corporation at that address is: Harry J. Grummel.

ARTICLE VI
Initial Board of Directors

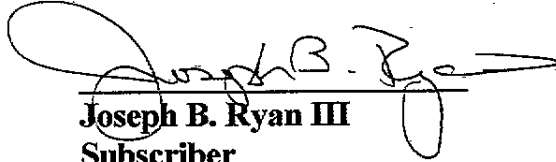
This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1).

The names and addresses of the initial Directors are:
Harry J. Grummel of 7160 Venetian Street, Miramar, Fl 33023
Josefa Grummel of 7160 Venetian Street, Miramar, Fl 33023

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Joseph B. Ryan III, Esq., 250 Bird Road, Suite 216, Coral Gables, Florida 33146.

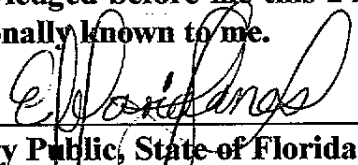
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24th day of July, 1998.



Joseph B. Ryan III
Subscriber

STATE OF FLORIDA:)
) SS:
COUNTY OF MIAMI-DADE:)

The foregoing instrument was acknowledged before me this 24th day of July, 1998, by JOSEPH B. RYAN III, who is personally known to me.



Notary Public, State of Florida

Type/Print/or Stamp Name of Notary

My Commission Expires:



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

CASTLE POWER ENTERPRISES, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that CASTLE POWER ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office at:7160 Venetian St., Miramar, Florida 33023, has named Harry J. Grummel, located at 7160 Venetian St., Miramar, Florida 33023, as its agent to accept service of process within this state.

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


HARRY J. GRUMMEL

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA