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FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION
and ARBITRATION

P00000104233

December 4, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

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-12/05/00--01095--001
*****35.00 *****35.00

SUBJECT: Avalon Homeshop, Inc.

Gentlemen:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation for the above corporation (changing its name to Castle Avalon Homeshop, Inc.) along with the \$ 35.00 filing fee.

Would you please stamp and return the copy to me following approval.

Very truly yours,


Robert W. Browning, Jr.


FILED
00 DEC -5 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstentne

T. LEWIS DEC 11 2000

CERTIFICATE

The undersigned, being a director of Avalon Homeshop, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto (which change the corporation's name) do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on December 4, 2000.


Susan A. Brooks, Director

FILED
00 DEC -5 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AVALON HOMESHOP, INC.

ARTICLE ONE. NAME

The name of the corporation is CASTLE AVALON HOMESHOP, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 6160 N. Lockwood Ridge Rd., Unit 402, Sarasota, FL 34243.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 880
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 4th day of December, 2000.


SUSAN A. BROOKS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of December, 2000, by Susan A. Brooks, who personally appeared before me and is personally known to me.


Notary Public



Laura Lee Dezelski
My Commission CC923353
Expires May 22, 2004

ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 4, 2000



ROBERT W. BROWNING, JR.