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May 7, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000004191100--9
-05/09/01--01032--013
*****70.00 *****70.00

Re: Articles of Incorporation, CASTLE IN THE SKY, INC.

Dear Sir or Ma'am:

Please file the Articles of Incorporation for CASTLE IN THE SKY, INC.

An original and a copy of the Articles are enclosed along with an Acceptance or Designation as Registered Agent and a check in the amount of \$70.00 dollars. The check represents payment of the following fees:

Filing Fees:	\$35.00
Registered Agent	
Designation:	<u>\$35.00</u>
Total:	\$70.00

Please send the date-stamped copy of the Articles to me at the address set forth above. If you have any questions, please contact my office.

Very truly yours,


Scott D. LaRue

FILED
01 MAY - 9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FL 32314

5-22-01
WC

**ARTICLES OF INCORPORATION
OF
CASTLE IN THE SKY, INC.**

FILED
01 MAY -9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is CASTLE IN THE SKY, INC.

ARTICLE II ADDRESS

The corporation's address is *420 Flamingo Circle, Palm Harbor, FL 34683.*

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence *May 4, 2001*; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these articles of incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue *1000* shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation *420 Flamingo Circle, Palm Harbor, FL 34683* and the initial registered agent at that same address is *Michael Teese*.

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:

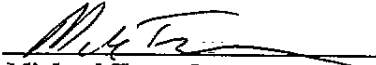
Michael Teese

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignation, or their removal from office by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is ***Michael Teese, 420 Flamingo Circle, Palm Harbor, FL 34683.***

The undersigned incorporator has executed these Articles of Incorporation this 2 day of MAY, 2001.



Michael Teese, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent of corporation set forth below and acknowledges that he is familiar with and understands the obligations of this position.

1. The name of the corporation is CASTLE IN THE SKY, INC.
2. The name and address of the registered agent is:

Michael Teese
420 Flamingo Circle
Palm Harbor, FL 34683.


Michael Teese

Date: 5/7/01

FILED
01 MAY -9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA