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KAYE SCHOLER LLP

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March 12, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-03/18/02--01071--024
*****78.75 *****78.75

Re: Articles of Incorporation of Castle French Co.

Dear Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation of Castle French, Co., submitted to you for filing with the office of the Florida Secretary of State.

In addition, please find our check in the amount of \$78.75 representing the filing fee and cost for one certified copy of the Articles. Please forward the certified copy of the Articles to me at the above address.

Should you have any questions, please contact me upon your receipt hereof.

Very truly yours,

M. Richard Sapir

MRS/lmf
Enclosures

cc: Mr. William Bagliani (w/encl. via U.S. Mail)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 AM 10:22

Richard
GAVE
AUTHORIZATION BY PHONE TO
CORRECT add corp address
DATE 3/22
DOC. EXAM Be

F. CHLOUSER MAR 22

ARTICLES OF INCORPORATION

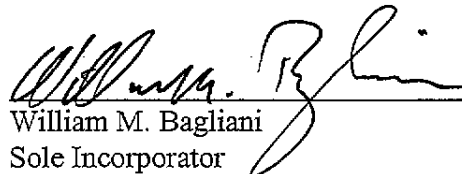
OF

CASTLE FFRENCH CO.

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WILLIAMSBURG, FLORIDA
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1. The name of the corporation is Castle Ffrench Co. (the "Corporation").
located @ 1208 Marine Way, Apt G1, North Palm Bch, FL 33408
2. The address of the Corporation's registered office in Florida is c/o Kaye Scholer, LLP, 777 S. Flagler Drive, Suite 900 - West Tower West Palm Beach, FL 33401. M. Richard Sapir is the Corporation's registered agent at that address.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.
4. The Corporation shall have authority to issue a total of 10,000 shares of common stock, par value of \$0.01 per share.
5. The name of the sole incorporator is William M. Bagliani and his mailing address is 1208 Marine Way, Apt. G-1, North Palm Beach, FL 33408.
6. The Board of Directors shall have the power to make, alter or repeal the bylaws of the Corporation.
7. The election of the Board of Directors need not be by written ballot.
8. No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission occurring subsequent to the date when this provision becomes effective, except that he may be liable (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Business Corporation Act of the State of Florida or (iv) for any transaction from which the director derived an improper personal benefit.
9. The Corporation elects not to be governed by Section 607.0901 of the Business Corporation Act of the state of Florida.

Dated: 3/7/, 2002


William M. Bagliani
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named a registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 8th day of March, 2002.


M. Richard Sapir
Registered Agent

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