

PD2000131386

1234 Airport Road #119
Destin, FL 32541

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

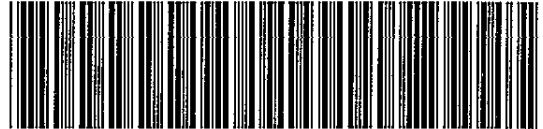
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02 DEC 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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02 DEC 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Kastlestone, Inc.

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective on the date of filing.

ARTICLE I - NAME

The name of this corporation is Kastlestone, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the day of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$10.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 414 Lee Lane, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Charles Kenneth Blanton. The mailing address is 414 Lee Lane, Destin, Florida 32541.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

Charles Kenneth Blanton
Charlotte J. Blanton

Destin, Florida
Destin, Florida

ARTICLE VIII - INITIAL OFFICERS

The initial officers who shall serve until their successors are duly elected by a majority vote of the directors are as follows:

President	Charles Kenneth Blanton
Secretary/Treasurer	Charlotte J. Blanton

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Charles Kenneth Blanton	Destin, Florida
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The mailing address of the corporation is:

414 Lee Lane
Destin, FL 32541

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite their respective names:

Charles Kenneth Blanton	100 Shares
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ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIV - RESTRICTION OR TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in ARTICLE XI. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time

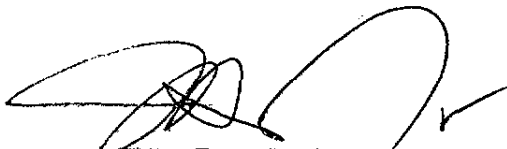
within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

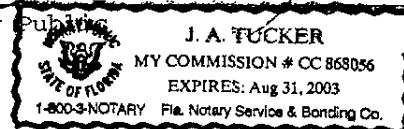

Charles Kenneth Blanton

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, did personally appear, Charles Kenneth Blanton, to me known to be the person who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

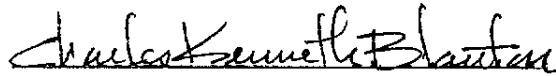
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of December, 2002.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been duly designated as registered agent for the herein corporation, I hereby accept such designation and agree to act in such capacity.



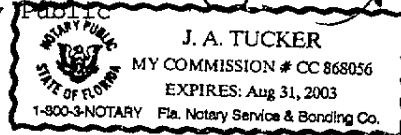
Charles Kenneth Blanton
414 Lee Lane
Destin, FL 32541

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

BEFORE ME, the undersigned authority, did personally appear Charles Kenneth Blanton, who acknowledged that he executed the foregoing ACCEPTANCE for the purpose stated herein.

WITNESS my hand and official seal this 10th day of December, 2002.

Notary Public



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA