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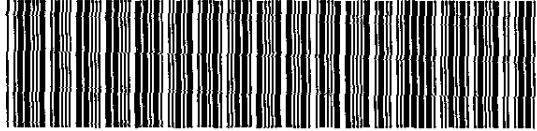
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FILED
03 MAY 22 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 MAY 22 AM 9:43
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

for

GULF CASTLE HOLDINGS, INC.

FILED
03 MAY 22 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

GULF CASTLE HOLDINGS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

**8649 N. Himes Ave, Unit 1508
Tampa, FL 33614**

ARTICLE III. CAPITAL STOCK.

(a) The Corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE IV. INITIAL REGISTERED AGENT.

The corporation has named:

**MICHAEL KAZES
8649 N. Himes Ave., Unit 1508
Tampa, FL 33614**

as its registered agent to accept service of process within the State of Florida. I hereby am familiar with and accept the duties and responsibilities as registered agent for GULF CASTLE HOLDINGS, INC.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these Articles of Incorporation are:

**MARK P. KAZES
5 Curtis Avenue
Radford, MA 01835**

ARTICLE VI. DIRECTORS.

This corporation shall have one (1) director. The number of directors may be increased from time to time by virtue of by-laws adopted by the stockholder but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

**MARK P. KAZES
5 Curtis Avenue
Radford, MA 01835**

ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the directors of this corporation for the election of permanent officers, or until the successors have been duly elected and qualified are:

PRESIDENT: MARK P. KAZES
5 Curtis Avenue
Radford, MA 01835

ARTICLE IX. PURPOSE.

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

ARTICLE X. TERM OF EXISTENCE.

This corporation is to exist perpetually.


ARTICLE XI. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned have executed these Articles of Incorporation this 19th day of May, 2003.



MARK P. KAZES
Incorporator

STATE OF MASSACHUSETTS
COUNTY OF Essex

SWORN AND SUBSCRIBED to before me this 19th day of May, 2003.
Personally known or form of ID: Massachusetts Superior Court

Maria Anne Karcasinas
Notary Public- State of Massachusetts

MARIA ANNE KARCASINAS
Printed Name of Notary Public

21st The undersigned has executed these Articles of Incorporation as Registered Agent this
day of May, 2003.

Michael J. Kazes
MICHAEL KAZES,
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN AND SUBSCRIBED to before me this 21st day of May, 2003.
Personally known or form of ID: Florida DL

KAREN S. GILLIAM
Notary Public, State of Florida
My comm. exp. Mar. 26, 2007
Comm. No. DD 175430

Karen S. Gilliam
Notary Public- State of Florida
Karen S. Gilliam
Printed Name of Notary Public