

P06000003029

W. Salvatore,
520 Soft Shadow Ln.
Sebring, FL 32713

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

2 Burch JAN 10 2006

ARTICLES OF INCORPORATION
OF
SAND CASTLE FUNDING, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I. NAME OF THE CORPORATION

The name of the corporation shall be SAND CASTLE FUNDING, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Incorporator. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital Stock at \$1.00 each.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering

such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: WILLIAM R. SALVATORI, 520 Soft Shadow Lane, Debary, FL 32713.

ARTICLE VIII. INITIAL OFFICERS

The name and address of each individual who shall serve as an Officer are: President, WILLIAM R. SALVATORI, 520 Soft Shadow Lane, Debary, FL 32713.

ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 520 Soft Shadow Lane, Debary, FL 32713.

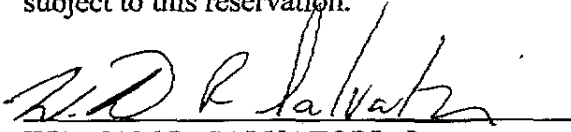
The name of the individual who shall service as this corporation's initial registered agent at this address is: WILLIAM R. SALVATORI.

ARTICLE XI: INCORPORATOR

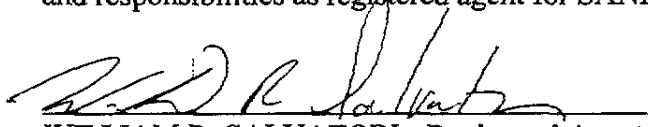
The name and address of the individual who shall serve as this corporation's incorporator is: WILLIAM R. SALVATORI, 520 Soft Shadow Lane, Debary, Florida 32713.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

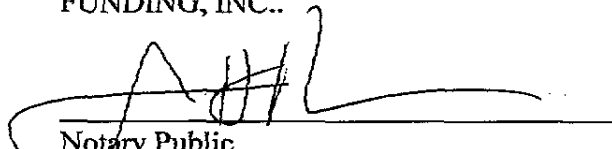

WILLIAM R. SALVATORI - Incorporator

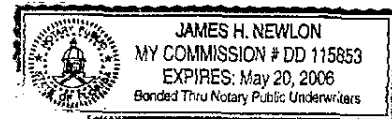
I hereby accept my designation as resident agent and agree to serve as the resident agent of SAND CASTLE FUNDING, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SAND CASTLE FUNDING, INC.


WILLIAM R. SALVATORI - Registered Agent

State of FLORIDA
County of SEMINOLE

On Dec. 27, 2005, WILLIAM R. SALVATORI, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, license # 5413-936-72-4141 personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of SAND CASTLE FUNDING, INC..


Notary Public
JAMES H. NEWLON
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

(SEAL)