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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01-46-5  
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## COVER LETTER

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

**SUBJECT:** Cast Retail, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** John Paul Orr

Name (Printed or typed)

5317 Fruitville Road, Suite 96

Address

Sarasota, FL 34232

City, State & Zip

941-358-2278

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**CAST RETAIL, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**FIRST: Name.**

The name of the corporation shall be:

**Cast Retail, Inc.**

(hereinafter the "Corporation").

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**SECOND: Duration, Effective Date, Purpose.**

**Section 2.1. Duration.** The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**Section 2.2. Effective Date.** The effective date of these Articles of Incorporation shall be the date of filing.

**Section 2.3. Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (FBCA).

**THIRD: Capital Stock.**

**Section 3.1. Authorized Shares.** The total number of shares of stock that the Corporation shall have authority to issue is 120,000,000 shares.

**Section 3.2. Common Stock.** The aggregate number of shares of common stock (referred to herein as "Common Stock") that the Corporation shall have authority to issue is 100,000,000 with a par value of \$0.001 per share. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock

having a preference over the Common Stock as to dividends or upon liquidation, the holders of Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote. The Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**Section 3.3. Preferred Stock.** The aggregate number of shares of preferred stock (referred to herein as “Preferred Stock”) that the Corporation shall have authority to issue is 20,000,000 with no par value.

(a) Board Authorized to Fix Terms. The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting that series, including the authority to increase or decrease such number, and the distinctive designation of that series;

(ii) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the date or dates from which they shall be cumulative and the relative rights of priority, if any, in the payment of

dividends on shares of that series;

(iii) the voting rights, if any, of the shares of that series in addition to the voting rights provided by law and the terms of any such voting rights;

(iv) the terms and conditions, if any, upon which shares of that series shall be convertible or exchangeable for shares of any other class or classes of stock of the Corporation or other entity, including provision for adjustment of the conversion or exchange rate upon the occurrence of such events as the Board of Directors shall determine;

(v) the right, if any, of the Corporation to redeem shares of that series and the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary according to different conditions and different redemption dates;

(vi) the obligation, if any, of the Corporation to retire shares of that series pursuant to a retirement or sinking fund or fund of a similar nature for the redemption or purchase of shares of that series and the terms and conditions of such obligation;

(vii) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series;

(viii) the preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or

other securities of the Corporation, whether or not convertible into shares of stock with the Corporation, and

(ix) any other rights, preferences and limitations of the shares of that series as may be permitted by law.

(b) Dividend Preference. Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on shares of common stock with respect to the same dividend period.

(c) Relative Liquidation Preference. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with their respective priorities and preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

(d) Reissuance of Preferred Stock. Subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock, shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms, shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and maybe reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate

certificate with the Florida Secretary of State, be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock.

**FOURTH: Initial Corporate Address, Registered Office, and Agent.**

The street address of the Corporation's initial registered and principal office shall be 1962 Main Street, Suite 420, Sarasota, FL 34236. The mailing address of the Corporation shall be 5317 Fruitville Road, Suite 96, Sarasota, FL 34232. The Corporation's initial registered agent shall be located at 5775 Blue Lagoon Drive, Suite 100, Miami, Florida 33126. The registered agent at this address shall be Russell C. Weigel, III, P.A.

**FIFTH: Directors.**

The Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

John Paul Orr  
5317 Fruitville Road  
Suite 96  
Sarasota, FL 34232

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

**SIXTH: Indemnification.**

The Corporation shall indemnify, and shall advance expenses on behalf of, its

officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. The Corporation may indemnify employees, agents and others as the bylaws may provide.

**SEVENTH: Incorporator.**


The name and address of the incorporator of the Corporation is:

Russell C. Weigel, III  
5775 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

**EIGHTH: Amendment, Alteration, Repeal.**

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said law, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article EIGHTH.

Executed at Miami, Florida this 19<sup>th</sup> day of May, 2010.

  
\_\_\_\_\_  
RUSSELL C. WEIGEL, III

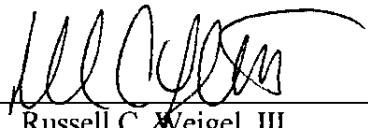


**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Cast Retail, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 19<sup>th</sup> day of May, 2010.

RUSSELL C. WEIGEL, III, P.A.

By   
Russell C. Weigel, III  
Registered Agent

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**