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REFERENCE : 584185 81467A

AUTHORIZATION : *Patricia Pyzdek*

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ORDER NO. : 584185

CUSTOMER NO: 81467A

CUSTOMER: Charles F. Wheeler, Esq
CHARLES F. WHEELER, P.A.

609 South Tamiami Trail
Venice, FL 34285

DOMESTIC FILING

NAME: CASTLEHYTHE, INC.

FILED
95 APR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: T. BROWN APR 25 1995

ARTICLES OF INCORPORATION
OF
CASTLEHYTHE, INC.

FILED
95 APR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the "Act").

ARTICLE 1: NAME

The name of the corporation shall be:
CASTLEHYTHE, INC.

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of owning, managing and operating a business , engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.011 of the Act.

ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 614, Cypress Ave., Venice, Florida 34292

The registered office address is 1521 Tamiami Trail S., Venice, Florida 34292, and the name of the initial registered agent of the corporation at such address is: JOHN DOWD.

ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of TWO member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

TREVOR CHARNLEY 614 Cypress Ave., Venice, Florida 34292

PATRICIA CHARNLEY 614 Cypress Ave., Venice, Florida 34292

ARTICLE 8: INCORPORATORS

The name and address of the incorporator of this corporation is:

TREVOR CHARNLEY 614 Cypress Ave.
Venice, Florida 34292

ARTICLE 9: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION


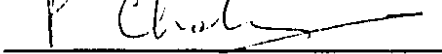
9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another

corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 10th day of April, 1995.


TREVOR CHARNLEY

PATRICIA CHARNLEY

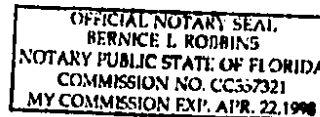
STATE OF FLORIDA)
COUNTY OF SARASOTA)

I, Bernice L. Robbins, the undersigned Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Florida, certify that TREVOR CHARNLEY AND PATRICIA CHARNLEY, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 10th day of April 1995.

My Commission Expires:


Notary Public



I, JOHN DOWD, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously accept the appointment as Registered Agent.


JOHN DOWD