

P95000067434

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLE FREE No. 1 800 342 8062

FAX (904) 222 1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Castle Management
(Florida), Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Corp Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

FILED
TALLAHASSEE, FLORIDA
AUG 31 AM 11:30

SN AUG 31 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN Will Pick Up 8:31 1222

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
CASTLE MANAGEMENT (FLORIDA), INC.

FILED
55 AUG 31 AM 11:36
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, E. RALPH TIRABASSI, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is CASTLE MANAGEMENT (FLORIDA), INC. The mailing address of the corporation is c/o E. RALPH TIRABASSI, P.O. Box 3018, Sarasota, FL 34230.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares of one dollar (\$1.00) par value common stock, which may be

fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 1000, Sarasota, FL 34236, and the name of its initial registered agent at such address is E. RALPH TIRABASSI. The principal mailing address is P.O. Box 3018, Sarasota, Florida 34230.

ARTICLE VII.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Name

P. JAMES DONNELLY

Address

130 Albert St., Suite 1500
Ottawa, Ontario, Canada
K1P 5G4

CRAIG A. VAUGHAN

130 Albert St., Suite 1500
Ottawa, Ontario, Canada
K1P 5G4

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation is:

Name

Address

E. RALPH TIRABASSI

1515 Ringling Boulevard, Ste. 1000
Sarasota, FL 34236

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on 30, 1995.


E. RALPH TIRABASSI

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 8/30, 1995, by E. RALPH TIRABASSI, who is personally known to me.

Official Seal
RICHARD GANS
Notary Public, State of Florida
My comm. expires February 16, 1999
Comm. No. CC 439008






Name _____
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above designated address in Florida) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.



E. RALPH TIRABASSI
Registered Agent

FILED
95 AUG 31 AM 11:36
CLERK OF COURT
TALLAHASSEE, FLORIDA

2/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:11 PM

((H96000002577))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000002577))

DOCUMENT TYPE: REGISTERED AGENT CHANGE

NAME: CASTLE MANAGEMENT (FLORIDA), INC.

FAX AUDIT NUMBER: H96000002577

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 14:41:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

- ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076077000521

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((H96000002577))

** ENTER 'M' FOR MENU. **

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Alt-Z FOR HELP * VT102 * FDX * 9600 E71 * LOG CLOSED * PRT OFF * 9600

*C. Bravochy
F. H. H.*

6240 MS 200 110

FILED
FEB 22 1996
FBI

W96000002577

CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
F.S. 607.0502

CASTLE MANAGEMENT (FLORIDA), INC. a Florida corporation, hereby changes the location of its registered office and the identity of its resident agent as follows.

1. Registered Office

The location of registered office of the corporation shall be changed from

1515 Ringling Boulevard
Sarasota, FL 34236

to

200 East Broward Boulevard
Ft. Lauderdale, FL 33302

2. Registered Agent

The identity and address of the corporation's registered agent shall be changed from

E. Ralph Tirabassi, Esq.
1515 Ringling Boulevard, Suite 1000
Sarasota, FL 34236

to

David Blattner, Esq.
200 East Broward Boulevard
Ft. Lauderdale, FL 33302

3. The changes of the corporation's registered office and registered agent have been authorized by resolution duly adopted by the corporation's board of directors.

EXECUTED by all of the corporation's directors on the dates indicated below.


CRAIG A. VAUGHAN, Director
Dated: January 11, 1996


P. JAMES DONNELLY, Director
Dated: January 11, 1996

F:\USERS\ARG\MICD\89019_1

W96000002577

Prepared by: David K. Blattner, Esq., FL Bar #0767387
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H96000002577

ACCEPTANCE

I hereby agree, as Registered Agent, to accept service of process, to keep the office open during prescribed hours, to post my name (and the names of any officers of the corporation authorized to accept service of process at the above-designated registered office of the corporation) in some conspicuous place in the office as required by law. I am familiar with and accept the responsibilities described in §607.0505 of the Florida Statutes.


DAVID BLATTNER
Registered Agent

Prepared by: David K. Blattner, Esq., FL Bar #0787387
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H96000002577