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ELISE K. WINTERS, P.A.

Attorney at Law

600 Cleveland Street  
Suite 940  
Clearwater, FL 34615

FILED

96 FEB 15 AM 9:17 (813) 442-3888

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 13, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Incorporation of The Sandcastle Group, Inc.

Dear Sir or Madame:

500001715635  
-02/15/96--01057--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed are the original and one copy of Articles of Incorporation and a Designation of Registered Agent for The Sandcastle Group, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent designation	<u>\$35.00</u>
Total	\$122.50

Please arrange for the filing of the Articles of Incorporation and see that a certified copy is made and returned to this office.

Thank you for your assistance in this matter.

Sincerely,

  
Elise K. Winters

Enclosures

cc: Susan J. Teichgraeber  
Roger L. Teichgraeber

2-20-96  
JH

**ARTICLES OF INCORPORATION  
OF  
THE SANDCASTLE GROUP, INC.**

**FILED**  
**96 FEB 15 AM 9:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this corporation is The Sandcastle Group, Inc., and the initial principal address of the corporation is 1960 Blue Heron Way, Palm Harbor, Florida 34683.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V  
REGISTERED AGENT, INITIAL REGISTERED OFFICE**

The name of the registered agent of the corporation is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida, 34615.

The Board of Directors from time to time may move the registered office and/or the principal

office to any other address in the State of Florida.

## **ARTICLE VI BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

## **ARTICLE VII INITIAL DIRECTORS**

The name and address of the directors of this corporation are:

Susan J. Teichgraber  
P.O. Box 1672  
Palm Harbor, Florida 34682

Roger L. Teichgraber  
P.O. Box 1672  
Palm Harbor, Florida 34682

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

## **ARTICLE VIII INCORPORATOR**

The name and street address of the person signing these Articles as the Incorporator is:

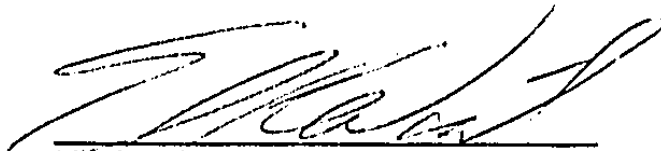
Elise K. Winters  
Elise K. Winters, P.A.  
600 Cleveland Street, Suite 940  
Clearwater, Florida 34615

## **ARTICLE IX AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a

certain amendment of these Articles of Incorporation be made.

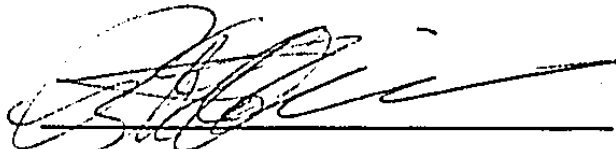
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on February 13, 1996.

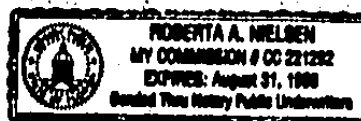
  
Elise K. Winters

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13 day of February, 1996, by Elise K. Winters, who presented a Florida Drivers license as identification and who did take an oath.

NOTARY PUBLIC





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

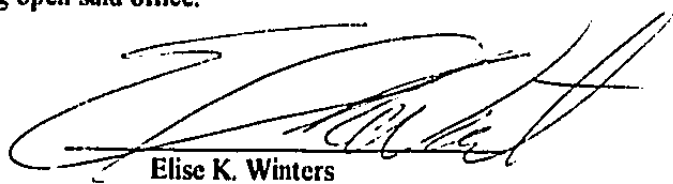
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TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That The Sandcastle Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, Florida 34615, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Elise K. Winters