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February 16, 1996

Corporation Division
New Filing Section
P.O. Box 6327
Tallahassee, Florida, 32314

100001718081
-02/19/96--01043--013
****122.50 ****122.50

Re: Castle Bay Holdings, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above named corporation together with my check in the amount of \$122.50.

Please file the corporation and send me a certified copy of the charter.

Thank you for your cooperation.

Very truly yours,


David R. Serns

DRS:ss
Enc.

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TALLAHASSEE
CORPORATION DIVISION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

CASTLE BAY HOLDINGS, INC.

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the corporation shall be: CASTLE BAY HOLDINGS, INC.

ARTICLE II:

The principal place of business and mailing address of the corporation shall be: Suite 302, 2040 N.E. 163 Street, North Miami Beach, Florida, 33162.

ARTICLE III:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares having a par value of one cent (\$.01) per share.

ARTICLE IV:

The name and address of the initial registered agent is:
David R. Serns, Esq., Suite 302, 2040 N.E. 163 Street, North Miami Beach, Florida, 33162.


ARTICLE V:

The name and address of the Incorporator under these Articles of Incorporation is: David R. Serns, Esq., 2040 N.E. 163rd Street, North Miami Beach, Florida, 33162.

ARTICLE VI:

The name and address of the director of the corporation is:
David R. Serns, 2040 N.E. 163rd Street, North Miami Beach, Florida,
33162.

The undersigned has caused these Articles of Incorporation to be executed this 16th day of February, 1996.



David R. Serns, Incorporator

FLORIDA
STATE
CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the above named corporation organized under the laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CASTLE BAY HOLDINGS, INC.
2. The name and address of the registered agent and office is:

DAVID R. SERNS, ESQ.
Suite 302
2040 N.E. 163 Street
North Miami Beach, Florida, 33162

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DAVID R. SERNS, ESQ. RESIDENT AGENT

February 16, 1996