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GEIGER KASDIN

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPFERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

2-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000009554)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CASTLE CONSULTANTS, INC.

FAX AUDIT NUMBER: H96000009554

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/10/1996

TIME REQUESTED: 12:11:28

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CERTIFICATE OF STATUS: 0

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**ARTICLES OF INCORPORATION OF
CASTLE CONSULTANTS, INC.****ARTICLE I
NAME**

The name of the Corporation is CASTLE CONSULTANTS, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o JOAN S. KUPERSTEIN,
5757 COLLINS AVENUE, #1201, MIAMI BEACH, FLORIDA, 33140.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5005
Facsimile: (305) 372-0052
Florida Bar Number: 113612

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TALLAHASSEE, FLORIDA

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation is 5757 COLLINS AVENUE, #1201, MIAMI BEACH, FLORIDA, 33140, and the name of the Initial Registered Agent of this Corporation at that address is JOAN S. KUPERSTEIN.

ARTICLE VII
INCORPORATOR

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

Name

Address

JOAN S. KUPERSTEIN

5757 COLLINS AVENUE, #1201
MIAMI BEACH, FLORIDA 33140

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of July, 1996.


JOAN S. KUPERSTEIN

FA#: H96-9554

FA#: H96-9554

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT CASTLE CONSULTANTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED JOAN S. KUPERSTEIN, LOCATED AT
5757 COLLINS AVENUE, #1201, MIAMI BEACH, DADE COUNTY, FLORIDA 33140, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


JOAN S. KUPERSTEIN

Incorporator
TITLE

07/10/96
DATE

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


JOAN S. KUPERSTEIN

FA#: H96-9554

SENT BY:

8/21/97

P96000058207

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-8000

ACCT#: 076030000723

FAX #: (305) 372-0052

NAME: CASTLE CONSULTANTS, INC.

AUDIT NUMBER.....H97000013788

DOC TYPE..... BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

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TALLAHASSEE, FLORIDA

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Name Change

8/21/97

DC

SENT BY:

8-21-97 11:47AM

GEIGER KASDIN - Department of State# 2/ 2

FA# H97-13708

**ARTICLES OF AMENDMENT
OF
CASTLE CONSULTANTS, INC.**

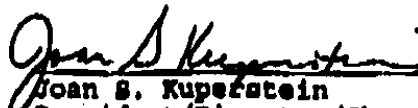
The following amendment was adopted by the Board of Directors of this corporation on August 21, 1997. The Shareholders unanimously approved this amendment on August 21, 1997.

ARTICLE I

The name of the corporation is: CASTLE CONSULTANTS, INC.

The name of the corporation shall be changed to: CASTLE TECHNOLOGY CONSULTANTS, INC.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 21st day of August, 1997.


Joan S. Kuperstein
President/Director/Shareholder

Stanley H. Kuperstein, Esq.
Geiger, Kasdin, Heller, Kuperstein,
Chames & Weil, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
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Florida Bar Number: 113612

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