

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Castle Gray, Inc.

P96000724

Capital Expense _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ Cert. Copy _____
 Photo copy _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 O U B. _____
 Filitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCO 1 or 3 File _____
 UCO 11 Search _____
 UCO 11 Retrieval _____
 File No.'s _____ Copies _____

Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 8/30
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 11:00 OK

FEE _____
 DISBURSED _____
 SURCHARGE _____
 TAX on corporate supplies _____
 SUBTOTAL _____
 PREPAID _____
 BALANCE DUE _____

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

RECEIVED
 26 AUG 30 AM 9:53
 DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CASTLE GRAY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Article of Incorporation:

Article One

The name of this corporation shall be:

CASTLE GRAY, INC.

Article Two

This corporation is to have a perpetual existence.

Article Three

The initial street address of the corporation's principal office is: 10950 SW 161 Place, Miami, Fl 33134.

Article Four

The purpose for which this corporation is formed is: to engage in any activities or business permitted under the laws of the United States and/or under the Laws for the State of Florida.

Article Five

The corporation is authorized to issue 1000 shares of common stock at par value of ten (0.10) cents.

FILED
35 AUG 30 1944-53
RECEIVED

Article Six

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

MATTHEW H. RICHARDSON, ESQUIRE

REGISTERED ADDRESS

2203 McKinley Street
Hollywood, FL 33020

Article Seven

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than one director. The names and addresses of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, are as follow:

NAME

GARY GRAY

ADDRESS

10950 SW 161 Place, Miami, FL
Miami, Florida 33134.

Article Eight

The name and address of the incorporator is as follows:

NAME

GARY GRAY

ADDRESS

10950 SW 161 Place
Miami, Florida 33134.

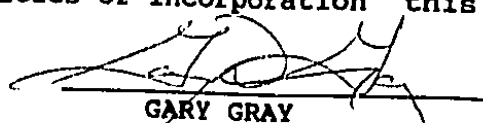
Article Nine

The corporation may be dissolved at any time by (i) unanimous written consent of the shareholders; or (ii) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or by her.

Article Ten

The corporation may be empowered to indemnify any officer and/or director, and/or any former officer or director in the manner set out and provided for in the By-laws of the corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 19 day July, 1996.


GARY GRAY

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing was acknowledged before me this 19 day of July, 1996, by GARY GRAY, who is(are) personally known to me ~~or~~ who has produced ~~as identification~~ and who did (did not) acknowledged before me that he/she is the party who executed the foregoing Article of Incorporation, of the purposes stated therein, IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 19 day of July, 1996.


NOTARY PUBLIC
My Commission Expires:



MATTHEW H. RICHARDSON
MY COMMISSION # CC397011 EXPIRES
August 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Sec. 607.034, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for the service of process within the State of Florida:

NAME OF CORPORATION: CASTLE GRAY, INC.

NAME OF REGISTERED AGENT: MATTHEW H. RICHARDSON, ESQUIRE

ADDRESS OF REGISTERED OFFICE: 2203 McKinley Street
Hollywood, FL 33020

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 19 day July, 1996.

STATE OF FLORIDA

COUNTY OF Dade

MATTHEW H. RICHARDSON, ESQUIRE

The foregoing was acknowledged before me this 19 day of July, 1996, by MATTHEW H. RICHARDSON, who is(are) personally known to me or ~~who has produced~~ as identification and who did (did not) acknowledged before me that he is the party who executed the foregoing Designation of Registered Agent and Registered Office for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 19 day of July, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires:
mhr10/GRAY, Inc

OFFICIAL NOTARY SEAL
MARIA ELENA PELAEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC38769
MY COMMISSION EXP. JUNE 14, 1998

DEBIT MEMORANDUM

000051

FOR OFFICIAL USE

DATE

NUMBER

P 96000072400

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	253.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	253.75	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	61.25
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		1	22.50

GRAND TOTAL:

\$ 253.75

RECEIVED
SEP 24 PM 2:23
FINANCIAL MANAGEMENT

71035-C

500001998225--0
-11/06/96--01024--003
*****85.00 *****85.00

Process Date: 09/11/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson
State Treasurer