

POWERS & DISQUE, CHARTERED
ATTORNEYS AT LAW

P97000068409

August 4, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/08/97--01081--010
***122.50 ***122.50


Gentlemen:

Re: Initial Incorporation - CELESTIAL ARMS DEVELOPMENT CO.

Enclosed herewith are two originals of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please contact us.

Sincerely yours,


Raymond J. Powers

RJP:cr

Enclosures

FILED
97 AUG -6 AM 11:53
STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

08-04-97

QN 8-7-97

ARTICLES OF INCORPORATION
OF
CELESTIAL ARMS DEVELOPMENT CO.
A FLORIDA CORPORATION

FILED
97 AUG - 6 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE

NAME

08-04-97

The name of the Corporation is CELESTIAL ARMS DEVELOPMENT CO.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office, mailing address and the initial registered office of the Corporation is 707 S.E. Third Ave. - Ste 400, Ft. Lauderdale, Florida 33316, and the name of the initial registered agent of the Corporation at that address is Raymond J. Powers.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert C. Schettig	609 Frances Street Key West, Florida 33040
Celeste M. Schettig	609 Frances Street Key West, Florida 33040

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Raymond J. Powers	707 S.E. Third Ave. Ste. 400 Ft. Lauderdale, Fl 33316

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence existence on August 4, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of August, 1997.

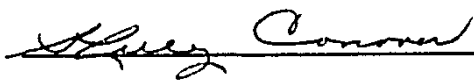


Raymond J. Powers

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Raymond J. Powers, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced _____ as identification, and who did (did not) take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4th day of August, 1997.



NOTARY PUBLIC

OFFICIAL NOTARY SEAL
SHIRLEY CONOVER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC393061
MY COMMISSION EXP. JULY 16, 1998

My Commission Expires:

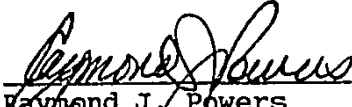
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is: CELESTIAL ARMS DEVELOPMENT CO.
2. The name and address of the registered agent and office is:

Raymond J. Powers 707 S.E. Third Ave. - Ste 400
Ft. Lauderdale, Fl 33316

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505, FLORIDA STATUTES.



Raymond J. Powers
August 9, 1997
DATE

FILED
97 AUG - 9 AM 11: 53
FLORIDA

EFFECTIVE DATE

08-04-97