



THE UNITED STATES
CORPORATION
COMPANY

PA7000106187

ACCOUNT NO. : 072100000032

REFERENCE : 636528 8306A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : December 15, 1997

ORDER TIME : 9:09 AM

ORDER NO. : 636528-010

500002374075--1

CUSTOMER NO: 8306A

CUSTOMER: Ms. Marilyn Johnson
MANELLA & KLAPHOLZ, LLP.

Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: ~~KNIGHTBRIDGE INVESTMENT
CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

*2545-
W97-28893*

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DIVISION OF CORPORATIONS
97 DEC 16 AM 8:40

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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December 17, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: KNIGHTBRIDGE INVESTMENT CORPORATION
Ref. Number: W97000028093

We have received your document for KNIGHTBRIDGE INVESTMENT CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00059226

RESUBMIT
Please give original
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ARTICLES OF INCORPORATION
OF
CASTLE PROPERTIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CASTLE PROPERTIES, INC.

The address of the principal office of this corporation shall be 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Marcus Ellner Dir	2500 Hollywood Boulevard, Suite 212 Hollywood, Florida 33020
Ross H. Manella Dir	same

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Marcus Ellner Pres/Treas	2500 Hollywood Boulevard, Suite 212 Hollywood, Florida 33020
Ross H. Manella Vice Pres/Sec	same

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. RESTRICTION OF NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. SPECIAL PROVISION


This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as a S corporation as defined therein.

ARTICLE XIII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on December 16, 1997.



Its Agent, Gail Shelby
Incorporator

ACG/jkg

ACCEPTANCE OF REGISTERED AGENT
DESIGNATEED IN THE ARTICLES OF INCORPORATION

ROSS MANELLA, ESQ., an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

CASTLE PROPERTIES, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ROSS MANELLA, ESQ.

FILED
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97 DEC 16 AM 8:41