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Law Offices of
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April 6,
~~February 18,~~ 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/10/98--01061--018
****122.50 ****122.50

RE: G.W. CASTLE, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, a domestic profit corporation, and a check in the amount of \$122.50 representing the payment of the following fees:

Filing Fees	35.00
Registered Agent	
Designation	35.00
Certification	52.50
	<u>\$ 122.50</u>
	=====

If you have any questions, please contact the undersigned.

Sincerely,


Paul R. Sasso, Esquire

PRS/yl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 AM 7:55

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04-14-98

ARTICLES OF INCORPORATION

OF

G.W. CASTLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 10 AM 7:55

The undersigned acting as an Incorporator of **G.W. CASTLE, INC.**, under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **G.W. CASTLE, INC..**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 308 Iowa Avenue, Fort Lauderdale, Florida 33312.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or

intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence on UPON FILING of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 308 Iowa Avenue, Fort Lauderdale, Florida 33312, and the name of the initial registered agent of this corporation at that address is GARY ULAYNE CASTLE.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is:

**GARY ULAYNE CASTLE
308 IOWA AVENUE
FORT LAUDERDALE, FLORIDA 33312**

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street address of the incorporator is:

**GARY ULAYNE CASTLE
308 IOWA AVENUE
FORT LAUDERDALE, FLORIDA 33312**

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

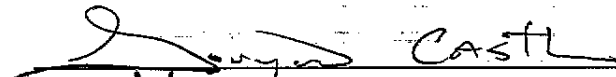
Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would

be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 27 day of February, 1998.


GARY ULAYNE CASTLE
WAYNE

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GARY ULAYNE CASTLE, known to me or who produced _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this ____ day of February, 1998.

NOTARY PUBLIC, State of Florida at Large

PRINT NAME

CERTIFICATE OF DESIGNATION

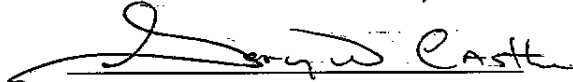
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **G.W. CASTLE, INC..**
2. The name and address of the registered agent and office is:

**GARY ULAYNE CASTLE
308 IOWA AVENUE
FORT LAUDERDALE, FLORIDA 33312**

SIGNATURE



TITLE

DIRECTOR

DATE

2/27/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE


GARY ULAYNE CASTLE

DATE

2/27/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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