P99000003929 Timothy J. Murty, P.A.

Attorney At Law

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January 7, 1999

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

IN RE:

CARMEN'S CASTLES, INC.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Incorporation for the above named Florida corporation and a check in the amount of \$70.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,

TIMOTHY J. MURTY

Attorney at Law

/km

Enclosures

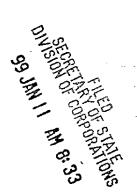
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ARTICLES OF INCORPORATION

OF

CARMEN'S CASTLES, INC.



The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

CARMEN'S CASTLES, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1633 Periwinkle Way, Suite A Sanibel, Florida 33957

ARTICLE III

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock with no Par Value.

ARTICLE IV

The street address of the initial registered office of this corporation is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957 and the initial registered agent of this corporation at that address is TIMOTHY J. MURTY, ESQ.

ARTICLE V

The name and post office address of the incorporator to these Articles of Incorporation is:

TIMOTHY J. MURTY

1633 Periwinkle Way Suite A Sanibel, Florida 33957 SECRETAR CORPORATION OF STATE

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this 7th day of January, 1999.

TIMOTHY J. MURTY, Incorporator

STATE OF FLORIDA) ss COUNTY OF LEE)

Personally appeared this day before me, the undersigned authority, TIMOTHY J. MURTY, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal, this 7th day of January, 1999.

Kathleen McMenamy

My Commission CC736827

Expires June 6, 2002

Notary Public State of Florida

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for CARMEN'S CASTLES, INC. at the place designated in the foregoing Articles of Incorporation, I, TIMOTHY J. MURTY, agree to act in this capacity and comply with the provisions of Section 48.091 of the Florida Statutes (1983) relative to keeping open said office, this 7th day of January, 1999.

IMOTHY J. MURTY