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January 22, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

RE: Castles of Indian River, Inc.

Gentlemen,

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50, is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

100002753951-28
-01/25/99--01130--012
****122.50 *****78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention in this matter would be appreciated.

Very truly yours,

Signed in Mr. Gore's
Absence to Avoid Delay

By _____
Gregory J. Gore

GJG:dmg
pc: Ms. Maria Hart

FILED
99 JAN 25 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 26 1999

ARTICLES OF INCORPORATION
OF
CASTLES OF INDIAN RIVER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

CASTLES OF INDIAN RIVER, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by the corporation and its objects and powers shall be as follows:

To perform all legal purposes and engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred shares of common stock, having a par value of One Dollar per share. All stock issued by this corporation shall be fully paid and non-assessable and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The shares of stock to be issued by the corporation shall be

subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV - CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stocks shall be held of record by not more than 10 persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in 26 USCS Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien. This shall be a Sub-Chapter S corporation as defined by the Internal Revenue Service. These articles will be amended from time to time in order to comply with Internal Revenue Service rules and regulations with the sole purpose being to retain said status.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is, 1546 N. US 1, Sebastian, FL 32958, and the name of the initial registered agent of this corporation is Maria Hart.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles as incorporator is:

MARIA HART
1546 N. US 1
Sebastian, FL 32958

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and officers of the corporation, who, subject to the provisions of this Certificate of Incorporation, and the By-Laws

and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

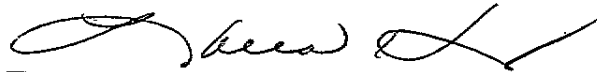
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Maria Hart	Pres./VP/Sec./Tres.	1546 N. US 1 Sebastian, FL 32958

There shall be 1 director initially. The number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate power shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. All references in these Articles to directors shall be interpreted to mean shareholders where applicable.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this ____ day of January, 1999.



MARIA HART

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MARIA HART, to me known to be the person described in and who executed the foregoing instrument, having produced a valid driver's license as identification and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 15th day of January, 1999.

Cynthia M Rich
Notary Public, State of Florida
My Commission Expires:



Cynthia M Rich
My Commission CC636844
Expires May 17, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT--
CASTLES OF INDIAN RIVER, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
Sebastian STATE OF FLORIDA, HAS NAMED

MARIA HART
(NAME OF REGISTERED AGENT)

LOCATED AT 1546 N. US 1, Sebastian, FL 32958
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Sebastian, STATE OF FLORIDA, AS ITS
AGENT TO

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE Pres.

DATE: 1/15/99

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.

SIGNATURE 
Maria Hart

DATE: 1/15/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 25 AM 9:41

FILED