

Law Offices of
Michael J. McNicholas, P.A.

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P99000015603

February 10, 1999

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-02/16/99--01083--011
*****122.50 *****78.75

Re: Newcastle, Inc.
Our File No. BO0406

Gentlemen:

Enclosed are original and copy of the Articles of Incorporation for the above-captioned corporation, together with the firm's check in the amount of \$122.50, in payment of the filing fees.

Please return a certified copy of the Articles, showing the filing information, to this office.

Sincerely,

Mike McNicholas
Michael J. McNicholas

MJM/bnp
BO0406
Enclosures
cc: Jodie Boyd
Deborah Haas

D. BROWN FEB 17 1999

ARTICLES OF INCORPORATION

OF

NEWCASTLE, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be NEWCASTLE, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United State of America and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

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

309 Denver Avenue
Stuart, FL 34994

ARTICLE 4 - OFFICERS

The officers of the Corporation shall be:

President:	Jodie Boyd
Vice President:	Deborah Haas
Secretary:	Jodie Boyd
Treasurer:	Deborah Haas

whose street addresses shall be the same as the Corporation.

ARTICLE 5 - DIRECTOR(S)

The initial Directors of the Corporation shall be:

Jodie Boyd
Deborah Haas

whose addresses shall be the same as the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The number of shares of stock that this corporation is authorized to have outstanding at any one time is **TEN THOUSAND (10,000)** shares of common stock having a **ONE DOLLAR (\$1.00)** par value per share.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 8 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Michael J. McNicholas, Esquire
320 West Ocean Boulevard
Stuart, Florida 34994

ARTICLE 9 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Michael J. McNicholas, Esquire
320 West Ocean Boulevard
Stuart, Florida 34994

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

ARTICLE 11 - AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of, and filing by the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10th day of February, 1999.


MICHAEL J. McNICHOLAS

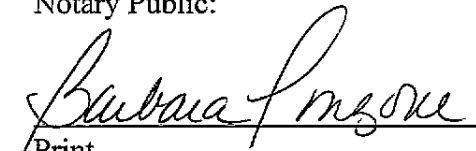
State of Florida
County of Martin

The foregoing instrument was acknowledged before me this 10th day of February, 1999, by Michael J. McNicholas, (☒) who is personally known to me, or (☐) who produced the following identification: _____.



Barbara Pinzone
MY COMMISSION # CC563526 EXPIRES
July 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public:


Print _____

State of Florida at Large

My commission expires: _____

**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: NEWCASTLE, INC.
2. The name and address of the registered agent and office is:

Michael J. McNicholas, Esquire
320 West Ocean Boulevard
Stuart, Florida 34994

Date: February 10, 1999


MICHAEL J. McNICHOLAS

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.


MICHAEL J. McNICHOLAS

DATE: February 10, 1999