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CASTLES  
BY THE SEA  
REAL ESTATE

City/State

895 E. Palmetto Park Road  
Boca Raton, FL 33432

File #

100002783411--7  
-02/22/99--01128--011  
\*\*\*122.50 \*\*\*\*\*78.75

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
CASTLES BY THE SEA REFERRAL, INC.**

We the undersigned do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for the purposes, do hereby certify, declare and set forth as follows, to-wit:

**ARTICLE I**

**NAME:** The name and address of this corporation shall be:

Castles By The Sea Referral, Inc.  
895 E. Palmetto Park Road  
Boca Raton, Florida 33432

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**ARTICLE II**

**NATURE OF BUSINESS:** The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

**ARTICLE III**

**TERM OF EXISTENCE:** This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV**

**CAPITAL STOCK:** The maximum number of shares of stock this corporation is authorized to have outstanding at one time is One hundred (100) shares of common stock with par value. The consideration to be paid for each share will be Five Dollars (\$5.00) per share.

**ARTICLE V**

**INITIAL CAPITAL:** The amount of capital with which this corporation shall commence business shall be Five Hundred (\$500.00).

**ARTICLE VI**

**REGISTERED AGENT AND REGISTERED OFFICE:** The Registered Agent of said corporation at the Registered Office shall be ELLIOTT FRANKLIN. The Registered Office shall be at 5315 Lake Worth

Rd., Lake Worth, FL 33463. The address of both the Registered Office and Registered Agent being 5315 Lake Worth Rd., Lake Worth, FL 33463.

#### ARTICLE VII

**OFFICERS AND DIRECTORS:** The names and post office addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

David Rhoten II  
895 E. Palmetto Park Road  
Boca Raton, Florida 33432

The corporation shall have at least one and no more than five (5) directors and no person shall be required to own, hold, or to control stock in the corporation as a condition precedent to holding any office in this corporation.

#### ARTICLE VIII

**SUBSCRIBERS:** The names and post office addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

David Rhoten II - 100 Shares  
895 E. Palmetto Park Road  
Boca Raton, Florida 33432

#### ARTICLE IX

**OFFICERS:** The officers of this corporation shall be a President, and such other officers and agents as may be necessary. All officers and Agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE X

**POWERS:** This corporation shall have the following powers:

A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed, affixed, or any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income. To buy and sell and transfer options.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of the funds so loaned or invested.

H. To conduct its business, carry on the operation and have offices and exercises the powers granted by the Florida Statutes, 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation

J. To make and alter the by-laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise

O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

#### ARTICLE XI

REGISTERED AGENT: The Registered Agent for this corporation shall be:

ELLIOTT FRANKLIN  
5315 LAKE WORTH ROAD  
LAKE WORTH, FL 33463

I, ELLIOTT FRANKLIN accept service of process of Castles By The Sea Referral, Inc.

Elliott Franklin

ELLIOTT FRANKLIN

The undersigned has executed these Articles of Incorporation this 18th Day of January, 1999.

  
DAVID RHOTEN II

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TALLAHASSEE, FLORIDA