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FILED
1999 SEP 13 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 1999

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

800002985198-3
-09/13/99-01096-016
*****78.75 *****78.75

RE: CASTLES & COTTAGES, INC.
Our File: 10454

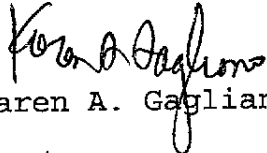
Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover fees as follows:

Filing Fee	\$ 70.00
Certified Copies:	\$ 8.75
TOTAL	\$ 78.75

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Very truly yours,



Karen A. Gagliano, Esquire

KAG/br

Enclosures

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ARTICLES OF INCORPORATION
OF
CASTLES & COTTAGES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is CASTLES & COTTAGES, INC.

ARTICLE II

The general powers for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 4283 NW 3rd Avenue, Boca Raton, FL 33431.

The name and address of the corporation's initial registered agent is Elizabeth C. Smith, 4283 NW 3rd Avenue, Boca Raton, FL 33431.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is one. The name and street address of the initial director(s) is:

NAME**ADDRESS**

Elizabeth C. Smith

4283 NW 3rd Avenue
Boca Raton, FL 33431

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Elizabeth C. Smith, 4283 NW 3rd Avenue, Boca Raton, FL 33431.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital

ARTICLE XII

Dated this 10th day of September, 1999.

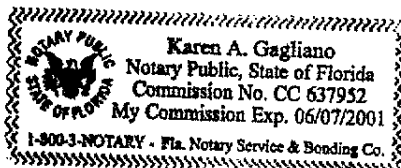
Elizabeth C. Smith
Elizabeth C. Smith, Incorporator

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Elizabeth C. Smith, to me known to be the person described in and who executed the foregoing Articles of Incorporation of CASTLES & COTTAGES, INC., and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 10th day of September, 1999.

Ben Aguilera
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That CASTLES & COTTAGES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 4283 NW 3rd Avenue, Boca Raton, FL 33431, has named Elizabeth C. Smith of 4283 NW 3rd Avenue, Boca Raton, FL 33431 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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 performance of my duties.

Elizabeth C. Smith
Elizabeth C. Smith
4283 NW 3rd Avenue
Boca Raton, FL 33431

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