

Division of Corporations

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Florida Department of State

Division of Corporations
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BASIC AMENDMENT

CASTEL GROUP, CORP.

Certificate of Status	0
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Page Count	04
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DIVISION OF CORPORATIONS

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(850) 487-6013 11/28/00 15:36 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 28, 2000

CASTEL GROUP, CORP.
1500 SAN REMO AVE
SUITE 217
CORAL GABLES, FL 33146US

SUBJECT: CASTEL GROUP, CORP.
REF: F99000109519

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE PRINT OR TYPE THE NAME OF THE INDIVIDUAL SIGNING ON BEHALF OF THE NEW REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000061882
Letter Number: 000A00060441

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**CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CASTEL GROUP, CORP.,
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), Castel Group, Corp. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in form attached hereto:

1. The name of the corporation is: CASTEL GROUP, CORP.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, authorizing the issuance of one million (1,000,000) shares of common stock listing the director of the Corporation and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the shareholders and Board of Directors of the Corporation on February 24, 2000.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's shareholders and directors dated February 24, 2000, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of February 24, 2000.

CASTEL GROUP, CORP., a Florida
corporation

By: 

Alberto Castillo, President and
Director

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASTEL GROUP, CORP.,
a Florida corporation

The undersigned, the President and a director of Castel Group, Corp. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: CASTEL GROUP, CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal office address and mailing address of the Corporation is:

7225 N.W. 72nd Street, #306
Miami, Florida 33122

ARTICLE III

AUTHORIZED SHARES

The Corporation is authorized to issue One Million (1,000,000) shares of Common Stock at \$.01 par value per share.

ARTICLE IV

BOARD OF DIRECTORS

The corporation shall have no less than one (1) nor more than five (5) directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the initial director is:

Prepared by:
Francisco J. Arblde, Esq.
Florida Bar No. 0868779
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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Names

Addresses

Alberto Castillo

7225 N.W. 72nd Street, #306
Miami, Florida 33122

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.


ARTICLE VI

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of February 24, 2000.


Alberto Castillo, President and Director

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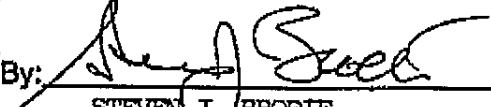
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CASTEL GROUP, CORP. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
STEVEN J. BRODIE
Title: Vice-President

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