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PROVIDING
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 595789 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pijet

ORDER DATE : May 9, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 595789

000001480730

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CARDONE ENTERPRISES GROUP,
INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

T. BROWN MAY - 9 1995

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95 MAY - 9 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREENBERG

ATTORNEYS AT LAW

TRAUBIG

Leonard J. Adler	David B. Chase	Steven E. Goldman	Nancy B. Lash	Rose Parish-Hammon	Brian J. Sherr
Fernando C. Alonso	Michael J. Cherniga	Steven M. Goldsmith	Alister M. Tashfield	Michael G. Park	Marlene K. Silverman
Cesar L. Alvarez	Ary Chumke	Joseph G. Goldstein	James P. S. Teshaw	Marshall R. Pasternack	Holly R. Skolnick
Liliana Armas	Sue M. Cohn	Steven S. Goodman	Mate S. Levin	Sylvia S. Penneys	Laura P. Stephenson
Daniel H. Aronson	L. Frank Cudde	Matthew B. Gerson	Oran Levin	Byron G. Petersen	Charles E. Silver, Jr.
David C. Ashburn	C. Deryl Couch	Dianne Greenberg	Michael P. Levinson	Sheldon S. Polish	Joel L. Stocker
Charles M. Auslander	Albert A. del Castillo	Melvin N. Greenberg	Norman H. Lipoff	Roberto R. Pupo	Douglas H. Thunberg
David T. Azrin	Alan T. Diamond	Robert L. Grossman	Carlos E. Lammert	Albert D. Quentel	Robert H. Traurig
Fred W. Baggett	Trini L. Donato	Barbara A. Hall	Juan P. Lammert	Vivian Yanna Quiroga	Brian J. Walsh
Kerri L. Barsh	Linda A. Dougherty	Paige A. Harper	Bruce E. Macdonough	C. Lynn Reetz	Keith Wasserman
Hilarie Bass	Candace B. Huff	Fred F. Harris, Jr.	Robert P. Martin	Mark J. Helman	Jeffrey Weiborn
V. Dawn Beighey	William H. Eck	Steven M. Hoffman	Alfred J. Malofatto	Luis Heller	David E. Wells
Norman J. Benford	Kenneth Edelman	Alberto M. Hernandez	Samantha D. Malloy	Darry Scott Richard	Bradford D. West
Lisa J. Berger	Arthur J. England, Jr.	Jeffrey A. Hirsch	Ines Marrero-Prileguez	Douglas J. Hillstone	Howard W. Whitaker
Dale S. Bergman	Gary M. Epstein	Kenneth C. Hoffman	Enrique J. Martin	A. Jeffrey Robinson	Jerrold A. Wish
Paul Berkowitz	Henry H. (Bucky) Fox	Larry J. Hoffman	Roberto Martinez	Kenneth R. Robinson	Timothy D. Wolfe
Bridget Berry	Jeffrey B. Fried	Kenneth A. Horky	Pedro J. Martinez-Fraga	Raquel A. Rodriguez	Linda G. Worton
Mark F. Bideau	Robin E. Friedman	Gerard J. Houlahan	Joel B. Maser	Alan H. Holnick	Julie A. Zahner
Lawrence Jon Bieby	Robert C. Gang	John H. Hutton	Juan J. Mayol, Jr.	Marvin S. Rosen	
Mark D. Bloom	Richard G. Garrett	Keith A. James	Robert H. McDonald	Richard A. Rosenbaum	T. Wayne Davis, of Counsel
Reginald L. Bouthillier, Jr.	Brian K. Gert	Martin Kalb	John T. Metzger	Ronald M. Rosengarten	Arnold J. Hoffman, of Counsel
Howard Bregman	David J. George	Steven M. Katman	Janet L. O'Brien	David L. Ross	Patrick T. O'Brien, of Counsel
Blake D. Briggold	Jeffrey Gilbert	David S. Keen	Murray R. Olicker	Gary A. Saul	Allan Salovin, of Counsel
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Hurt Bruton	Bruce H. Giles-Kleis	J. D. Boone Kustelner	Debbie M. Orshelsky	Mark P. Schnapp	Craig E. Stein, of Counsel
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Diane Wagner Carr	Joel K. Goldman	Steven B. Lapides	Steven J. Parth	Paul A. Shelowitz	Zachary H. Wolff, Retired

Elizabeth C. Calvin, L.A.
305-789-5449

May 8, 1995

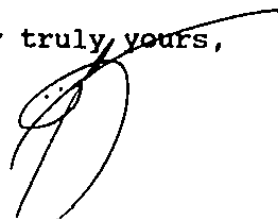
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: CARDONE ENTERPRISES GROUP, INC.

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION
OF
CARDONE ENTERPRISES GROUP, INC.**

ARTICLE I

The name of the corporation is CARDONE ENTERPRISES GROUP, INC., ("Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Scott Morgan, 826 North John Street, Suite 201, Orlando, FL 32808.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed shall be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is **Corporation Information Services, Inc.**

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the names and

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TALLAHASSEE, FLORIDA

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Grant T. Cardone
8423 Camino de la Costa
La Jolla, CA 92037

Gary T. Cardone
22 Alexander Square
London, England SW 32 AU

Diane Cardone
11947 Cedar Pass
Houston, TX 77077

Scott Morgan
11018 Lake Butler Boulevard
Windamere, FL 34786

ARTICLE VII

The name of the Incorporator is Martin Kalb, and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of May, 1995.



MARTIN KALB, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CARDONE ENTERPRISES GROUP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES, INC.,
Registered Agent

BY: 

PATRICIA G. PIZZUTO, Agent for Registered Agent

Dated: May 9, 1995.