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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Core Group USA, Inc.

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January 22, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HOLLAND & KNIGHT OF JACKSONVILLE

SUBJECT: CORE GROUP USA, INC.
REF: H09000014532

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.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000014532
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ARTICLES OF INCORPORATION
OF
CORE GROUP USA, INC.

09 FEB 23 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Core Group USA, Inc. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Core Group USA, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

4348 Southpoint Blvd
Suite 100
Jacksonville, Florida 32216

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purpose of improving the business condition of commercial real estate broker franchisees. In furtherance of that purpose, the corporation may organize and conduct conferences and meetings and carry on programs and activities to promote such franchisees and to enhance the profitability and economic viability of such franchisees. Further, the corporation may engage in other activities designed or intended to accomplish such purpose. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

Prepared by Christopher G. Commander
Florida Bar No. 82228
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 4348 Southpoint Boulevard, Suite 100, Jacksonville, Florida 32216, as the street address of the initial registered office of the corporation and names Willard B. Nicholson, Jr. the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The method of election or appointment of the directors shall be as provided in the bylaws.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Christopher G. Commander	50 N. Laura Street, Suite 3900 Jacksonville, FL 32202

ARTICLE X. INDEMNIFICATION


(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation

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is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation as of January 21, 2009.



Christopher G. Commander
Incorporator

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FROM : NICHOLSON

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that he is familiar with, and accepts, the obligations of such position.

Dated: 1/21/09


Willard B. Nicholson, Jr.

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