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Clark & Scholnik

A Partnership of Professional Associations

THOMAS M. CLARK, P.A.  
LOUIS N. SCHOLNIK, P.A.

August 31, 2000

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VIA US MAIL

Corporate Records Bureau  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-09/05/00--01121--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: CARDINAL FINANCIAL GROUP, INC.

Ladies or Gentlemen:

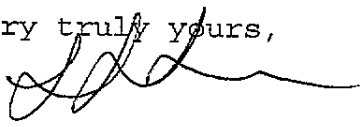
Enclosed please find an original and one (1) copy of the Articles of Incorporation and one (1) original and one (1) copy of Registered Agent Designation for the above referenced corporation. Please file with the Secretary of State.

Also enclosed is a check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars in payment for the following:

1. Filing fee	\$35.00
2. Certificate of Registered Agent	35.00
3. Certified Copy of Corporate Charter	8.75
Total	\$ 78.75

Upon filing, please return the certified copy to us at the address shown above in the enclosed self-addressed envelope. If there are any questions, please feel free to call my office collect.

Very truly yours,

  
Louis N. Scholnik

LNS/lp  
Enclosure

00 SEP -5 PM 12:08  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESNEY SEP 7 2000

ARTICLES OF INCORPORATION  
OF  
CARDINAL FINANCIAL GROUP, INC.

FILED  
00 SEP -5 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **CARDINAL FINANCIAL GROUP, INC.**  
The principal office and mailing address of this corporation is:  
9517 Old Pine Road, Boca Raton, FL 33428.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9517 Old Pine Road, Boca Raton, FL 33428, and the name of the initial registered agent of this corporation at that address is **Murray Marmon**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name and address of the initial Board of Director of this corporation is:

<u>Name</u>	<u>Address</u>
Murray Marmon	9517 Old Pine Road Boca Raton, FL 33428

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Murray Marmon	9517 Old Pine Road Boca Raton, FL 33428

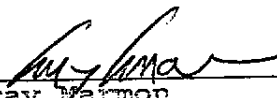
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

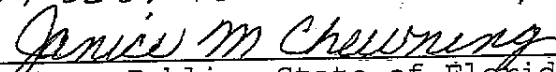
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of AUGUST, 2000.

  
Murray Marmon

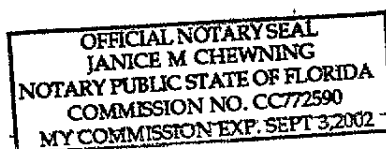
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of AUGUST, 2000, by Murray Marmon, who is personally known to me, or who has produced FLDL as identification, and who did take an oath. 17655540453360 EXP. 9/16/05.

  
Notary Public, State of Florida

My Commission Expires:

9/3/02



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

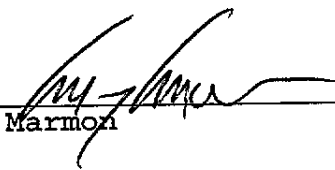
**CARDINAL FINANCIAL GROUP, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

CARDINAL FINANCIAL GROUP, INC., desiring to organize under the  
laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at City of Boca Raton,  
County of Palm Beach, State of Florida, has named MURRAY MARMON,  
located at 9517 Old Pine Road, Boca Raton, FL 33428 as its agent to  
accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.  
Further, I am familiar with and accept the obligations provided for  
in Florida Statute 607.0505.

BY:   
Murray Marmon

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP -5 PM 12:08

FILED