

PO1000082050

STAN MEDLEY - c/o FORDEE MANAGEMENT COMPANY, 249 N. BRAND BLVD.
#586 GLENDALE, CA 91203
USE FED EX ACCT. # 209-372-673

August 16, 2001

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399
850-245-6052

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-08/17/01--01071--002
****201.25 *****78.75

Dear Sir or Madam,

Please file the enclosed (2) Articles of Incorporation and (1) Articles of Amendment.

Enclosed is a check for \$201.25 to cover the filing fees for the following three corporations:

- 1) THE CONDOR GROUP INTERNATIONAL, INC. (changing its name to CONDORZONE, INC.)
- 2) STANDARD MANAGEMENT GROUP, INC. (brand new corporation)
- 3) THE CONDOR GROUP INTERNATIONAL, INC. (brand new corporation, note: the name will be available as a result of (1) above)

Please return the copies to me.

Please note: Return copies to me at the following California address via FedEx 3rd party - (Acct. #209-372-673).

Stan Medley
c/o Fordee Management Company
249 N. Brand Blvd. #586
Glendale, CA 91203

If you need to reach me you can call me at 727-517-1442 x444 or 818-242-1490 x444.

Thank you,


Stan Medley

SM:mv

Encl.

FILED
01 AUG 17 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE CONDOR GROUP INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is THE CONDOR GROUP INTERNATIONAL, INC.

ARTICLE II

The corporation's principal place of business in Florida is located at: 531 Main St., Suite 1, Safety Harbor, FL 34695. The Director(s) may from time to time designate such other address(es) and place(s) for the principal place of business of the corporation as the Director(s) deem appropriate.

ARTICLE III

The purpose of the corporation shall be: To engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

ARTICLE IV

The corporation shall have a perpetual existence.

ARTICLE V

The total number of shares of stock which this corporation is authorized to issue is: Seventy-five million (75,000,000) shares of common capital stock, each share having a par value of one tenth of one cent (\$.001) per share. Authorized common capital stock may be paid for in cash, services or property at a just value to be fixed by the Directors of the corporation at any regular or special meeting thereof.

ARTICLE VI

The initial number of Directors of this corporation shall be five (5). This number may be increased from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VII

The name and street address of the initial officers and first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified, are:

Ward Wilson
President, Secretary and a Director
100 Pierce Street #502
Clearwater, FL 33756

Robert Bush
Vice-President, Treasurer and a Director
3323 Cobbs Court
Palm Harbor, FL 34684

Bob Weldon
Director
232 Highland Woods Drive
Safety Harbor, FL 34695

Andrew Cassidy
Director
26101 Marsh Landing Parkway
Ponte Vedra, FL 32082

Joel Parker
Director
411 Cleveland Street #247
Clearwater, FL 33755

ARTICLE VIII

The name and address of the registered agent in Florida is Stan Medley, 411 Cleveland St., #225, Clearwater, FL 33755.

ARTICLE IX

The name and address of the incorporator signing these Articles of Incorporation is Stan Medley, 411 Cleveland Street, #225, Clearwater, FL 33755.

IN WITNESS THEREOF, the undersigned, being the incorporator herein before named, has executed, signed and acknowledged this Certificate of Incorporation this 16th day of August 2001.


Incorporator

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

Stan Medley hereby accepts appointment as Registered Agent for the above named corporation.


Stan Medley

Dated: August 16, 2001