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MAR 23 PM 5:00
TALLAHASSEE, FLORIDA

March 26, 1996

Bobbie Eldridge
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Tel 904-487-6922

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#70. 4 A 1 #70.

Re: Letter Number 896A00013340

Dear Ms Eldridge:

In reference to our phone conversation and your letter of March 22, we are herewith filing the document for CORPORATE GROWTH, INCORPORATED, Reference Number W960000061265.

Thank you for your assistance.

Sincerely,


Robert Lurie

RL/dc

4-1-96
TB

ARTICLES OF INCORPORATION
OF
CORPORATE GROWTH, INCORPORATED

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RECEIVED
FBI - NEW YORK

FIRST: The name of this corporation is:
CORPORATE GROWTH, INCORPORATED

SECOND: The general nature of the business or businesses to be transacted is as follows:

To buy, sell and otherwise deal with stocks, bonds, securities, real estate and other investments. To offer financial advice.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Lurie	1660 Gulf Blvd., PH-1 Clearwater, FL 34630

NINTH: The names and post office addresses of each subscriber of the Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESSES</u>
Robert Lurie	1660 Gulf Blvd., PH-1 Clearwater, FL 34630

TENTH: The street address of the initial registered office of this corporation is 1660 Gulf Blvd., PH-1, Clearwater, FL 34630, and the name of the initial registered agent of this corporation at that address is Robert Lurie.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees for this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director, in any of the foregoing matters, shall not disqualify such director from participation in the consideration of such matter or from voting thereon, and shall not affect the validity of any action of the board of directors in respect of such matters.

From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock, owned by the corporation, shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation, or necessary or incidental to the benefit and protection of the corporation, to transact any lawful business, and to exercise all powers granted to corporations by the laws of the State of Florida.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money, borrowed or owing by it, as occasion may require and the board of directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this corporation.

THIRD: The maximum number of shares with par value that the corporation is authorized to have outstanding at any one time is 4,900 shares with a par value of 10 cents per share.

FOURTH: The amount of capital with which this corporation will begin business is five-hundred and no/100 Dollars (\$500.00)

FIFTH: This corporation is to have perpetual existence.

SIXTH: The principal office of this corporation will be:

1660 Gulf Boulevard, PH-1
Clearwater, Florida 34630.

SEVENTH: The number of its directors shall not be less than one (1), but may be such greater number as may be elected by the stockholders from time to time.

account, book or document of this corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority, at any meeting, to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside and outside of the State of Florida at such places as may be, from time to time, designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting. Action taken by the board of directors of this corporation, without a meeting, shall also, nevertheless, constitute board action with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original subscriber, hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 26 day of March 1996.

Signed, sealed and delivered

In the presence of:

James F. Canada
Shirley

Robert Lurie
Robert Lurie

" hereby accept designation as Registered Agent."

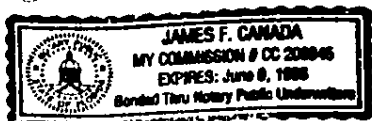
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 :SS
COUNTY OF PINELLA)

Be it remembered that on this 26 day of March 1996, personally came before me, James F. Canada, Notary Public for the State of Florida, Robert Lurie, party to the foregoing articles of incorporation, known to me personally to be such, and acknowledged the said articles to be the act and deed of the signer and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

James F. Canada
Notary Public of State of Florida at Large



PERSONALLY KNOWN ✓ OR
PRODUCED IDENTIFICATION _____