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February 26, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Express Mail:TB297194370US

Re: Incorporation of: CARDIFF HOLDINGS, INC.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check #9905 in the amount of \$122.50 as payment for the following:

Filing Fee	35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Charter	52.50
	<u>\$122.50</u>

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Michael J. Freeman

MICHAEL J. FREEMAN

MJF:lc
enc:
2960-1SS

MAR 5

BSB

FILED
MAR 28 11:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARDIFF HOLDINGS, INC.

FILED
97 FEB 28 AM 11:45
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **CARDIFF HOLDINGS, INC.**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is real estate investment. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 153 Sevilla Avenue, Coral Gables, Florida, 33134.

ARTICLE V

The mailing address of this corporation is:

153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-

rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE IX

The name and post office address of the directors of this corporation is as follows:

Phyllis Notias
c/o 153 Sevilla Avenue
Coral Gables, FL 33134

Nicholas Notias
c/o 153 Sevilla Avenue
Coral Gables, FL 33134

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with

any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

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


Nicholas Notias
c/o 153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE XII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at New York, New York County, New York, this 25 day of February, 1997.


CARDIFF HOLDINGS, INC.
a Florida corporation


Nicholas Notias, Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK)

BEFORE ME personally appeared NICHOLAS NOTIAS, with knowledge that he is the incorporator and director named in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 25 day of February, 1997.



Notary Public, State of New York

Print Name: MARK BIANCHI

My Commission Expires: APRIL 13 1998

MARK BIANCHI
Notary Public, State of New York
No. 24-4934720
Qualified in Kings County
Commission Expires April 13, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT CARDIFF HOLDINGS, INC., A FLORIDA CORPORATION,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL
GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP.,
LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CARDIFF HOLDINGS, INC.

By: *Nicholas Notias*

NICHOLAS NOTIAS, SECRETARY

Date: February 25th 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

By: *Michael J. Freeman, Pres*

MICHAEL J. FREEMAN, President

Date: February 26, 1997