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ADMITTED IN FL, DC, VA
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OF COUNSEL
MONTE LAZARUS, P.A.
ADMITTED IN FL, CT, DC

February 25, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Cardiff Properties, Inc.
Articles of Incorporation

To Whom It May Concern:

I am enclosing the original and one (1) copy of Articles of Incorporation for the referenced entity. Also enclosed is a check for \$122.50 to cover filing fees, designation of registered agent, return of certified copy and related matters. The corporation is authorized to issue 1,000 shares of capital stock with a par value of \$1.00.

Please arrange for issuance of charter and return a certified copy of same to me. If any additional information is needed, please do not hesitate to contact me.

Sincerely,

Monte Lazarus

Monte Lazarus

ML/ss
Enclosure(s)

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DIVISION OF CORPORATIONS
97 FEB -3 PM 1:11

af 3/6/97

**Articles of Incorporation
of
Cardiff Properties, Inc.**

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CLERK OF STATE
CORPORATIONS
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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **Cardiff Properties, Inc.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any and all business authorized by the laws of the United States and the State of Florida.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 985 Birch Court, Marco Island, Florida 34145, and the name of the initial registered agent at such address is Monte Lazarus.

SIXTH: The principal office of the corporation, if known, or its mailing address is 985 Birch Court, Marco Island, Florida 34145.

SEVENTH: The initial board of directors shall consist of two (2) member(s). Members of the Board of Directors need not be residents of Florida or shareholders of the corporation.

EIGHTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Name	Number and Street	City	State	Zip Code
Henry Davenport c/o Monte Lazarus	985 Birch Court	Marco Island	FL	34145
Monte Lazarus	985 Birch Court	Marco Island	FL	34145

NINTH: The name and address of the initial incorporator is as follows:

Name	Number and Street	City	State	Zip Code
Monte Lazarus	985 Birch Court	Marco Island	FL	34145

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Eleventh, which shall require unanimous vote for change.

ELEVENTH: Stock transfer restrictions may be adopted and amended by unanimous vote of the initial directors prior to issuance of stock, and thereafter by the unanimous approval of shareholders.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on the 25th day of February, 1997.

Monte Lazarus
Monte Lazarus
Incorporator

97 FEB - 3 PM 1:11
STATE

The undersigned does hereby accept appointment as registered agent for this corporation.

Monte Lazarus
Monte Lazarus
Registered Agent