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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

EFFECTIVE DATE
3-9-98

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: C.G.VENTURES, INC.,
AUDIT NUMBER.....H98000004845
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H98000004845
ARTICLES OF INCORPORATION

OF

C. G. VENTURES, INC., a Florida Corporation

EFFECTIVE DATE
3-9-98

ARTICLE I.

The name of this Corporation is: C. G. VENTURES, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:
Mark B. Goldstein, Esquire
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9350
Florida Bar No. 705276

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of 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: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the Corporation is: 6405 Bayclub Drive, Fort Lauderdale, FL 33308.

ARTICLE IX

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

PATRICK CASTAGNA
6405 BAY CLUB DRIVE
FORT LAUDERDALE, FL 33308

WILLIAM H. GIORGEOU
6405 BAY CLUB DRIVE
FORT LAUDERDALE, FL 33308

ARTICLE X

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

PATRICK CASTAGNA
6405 BAY CLUB DRIVE
FORT LAUDERDALE, FL 33308

ARTICLE XI
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 7 day of March, 1998.

C. G. VENTURES, INC., a Florida Corporation

BY: Patrick Castagna
Patrick Castagna, Incorporator

STATE OF FLORIDA :

SS

COUNTY OF PALM BEACH :

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared PATRICK CASTAGNA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 7 day of March, 1998, in the County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission CC528542
Expires Jan. 29, 2000

Angela Warshefski
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST THAT C. G. VENTURES, INC, A FLORIDA CORPORATION DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT: 6405 BAY CLUB DRIVE, FORT
LAUDERDALE, FL 33308 HAS NAMED: MARK B. GOLDSTEIN, 2255 GLADES ROAD,
SUITE 236W, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

C. G. VENTURES, INC., a Florida Corporation

BY: [Signature]
PATRICK CASTAGNA, DIRECTOR

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

BY: [Signature]
MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA :
:SS
COUNTY OF PALM BEACH :

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths
and to take acknowledgments, personally appeared PATRICK CASTAGNA and MARK B.
GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of identification of
the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 9 day of March, 1998, in the County and State
aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission CCS24542
Expires Jan. 29, 2000

[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____

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