

P980000 79504

CARDIFF, INC.  
3404 MCKAY AVE  
TAMPA, FLORIDA 33609  
TEL: 813-354 1669  
FAX: 813-354 1670

September 8, 1998

Ms. Karen Gibson  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002635462--9  
-09/09/98--01064--003  
\*\*\*\*122.50 \*\*\*\*122.50

Capital, Inc.

Re: Articles of Incorporation for ~~CARDIFF INVESTMENT COMPANY, INC.~~

Dear Ms. Gibson:

Enclosed please find the Articles of Incorporation for CARDIFF INVESTMENT COMPANY, INC. together with a check in the amount of \$122.50 payable to the Secretary of State for the following fees in connection herewith:

Filing fees:	\$35.00
Certified copy fee:	\$52.50
Registered agent fee:	<u>\$35.00</u>
Total	\$122.50

Please forward the documents to the above address. Thank you for your attention to this matter.

Sincerely,

By: EMILY T. WARTHEN

APPROVED  
AND  
FILED  
98 SEP -9 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W. Warthen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Change Corp. Name: Cardiff CAPITAL, Inc.  
DATE 9/15  
DOC. EXAM BB

B. BROCK SEP 15 1998

**ARTICLES OF INCORPORATION  
OF  
CARDIFF CAPITAL, INC.**

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: CARDIFF CAPITAL, INC.

**ARTICLE II - TERM OF EXISTENCE**

The corporation is to exist perpetually and shall commence existence on September 9, 1998 or on the date these Articles are subscribed.

**ARTICLE III - NATURE OF BUSINESS**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

The Common Stock of this corporation shall be ONE THOUSAND (1,000) SHARES no par value.

**ARTICLE V - ADDRESS**

The street address of the principal office of the corporation is:

3404 McKay Ave.  
Tampa, Florida 33609

and the name of its initial Registered Agent is:

EMILY T. WARTHEN  
3404 McKay Ave.  
Tampa, Florida 33609

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

**ARTICLE VI - DIRECTORS**

This corporation shall have a Board of Directors consisting of one member initially, and all of the corporate powers shall be exercised and the business affairs of the Corporation shall be managed under the direction of the Board of Directors. The name of the initial member of the Board of Directors is:

EMILY T. WARTHEN  
3404 McKay Ave.  
Tampa, Florida 33609

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this corporation is:

EMILY T. WARTHEN  
3404 McKay Ave.  
Tampa, Florida 33609

**ARTICLE VIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

I am familiar with the duties and responsibilities as Registered Agent and hereby accept the appointment as registered agent for CARDIFF CAPITAL, INC.

IN WITNESS WHEREOF, these Articles have been subscribed on this, September 8, 1998.

Incorporator and Registered Agent

*Emily Warthen*  
EMILY T. WARTHEN

STATE OF FLORIDA )  
: SS  
COUNTY OF HILLSBOROUGH )

I hereby certify that on this day, before me, a Notary Public duly appointed in the State and County named above to take acknowledgments, personally appeared EMILY T. WARTHEN, to me known to be the person described as incorporator and Registered Agent in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 8th day of September, 1998.

*Carol W. Randolph*  
Notary Public, State of Florida



My Commission Expires: **OFFICIAL SEAL"**  
Carol W. Randolph  
My Commission Expires 12/17/99  
Commission #CC 516189

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA