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WILLIAM T. KIRTLEY, P. A.
ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
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2940 SOUTH TAMIAMI TRAIL
SARASOTA, FLORIDA 34239

July 31, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: STARK VENTURE TRUST

Gentlemen:

Enclosed for filing with your office is an Agreement Establishing Revocable Trust/ Declaration of Trust for STARK VENTURE TRUST. Also enclosed is a check in the amount of $402.50 representing the following:

Filing Fee	$350.00
Certified Copy Fee	52.50
	$402.50

After you have filed the Agreement Establishing Revocable Trust/Declaration of Trust, please return the certified copy to the undersigned at your earliest convenience. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned at your earliest convenience.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott
Certified Legal Assistant

Enclosures

W-19563
9/8/8

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 8, 2000

CATHERINE J. SCOTT
WILLIAM T. KIRTLEY, P.A.
2940 S. TAMIAMI TRAIL
SARASOTA, FL 34239

SUBJECT: STARK VENTURE TRUST
Ref. Number: W00000019563

We have received your document for STARK VENTURE TRUST and your check(s) totaling $402.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

Each Declaration of Trust must be in compliance with chapter 609, Florida Statutes. The Declaration of Trust must be sworn to by the Chairman of the Board as being a true and correct copy and must be notarized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 900A00042696

AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE TO FILE OR QUALIFY

STARK VENTURE TRUST
AN IRREVOCABLE COMMON LAW BUSINESS TRUST

in accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, as sole Trustee of the STARK VENTURE TRUST, a Florida Trust hereby affirms in order to file or qualify STARK VENTURE TRUST in the State of Florida.

1. Two or more persons are named in the Trust.

2. The principal address is 2940 South Tamiami Trail, Sarasota, Florida 34239.

3. The registered agent and office in the State of Florida is: William T. Kirtley, Esq., 2940 South Tamiami Trail, Sarasota, Florida 34239.

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above-named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

William T. Kirtley

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

WILLIAM T. KIRTLEY, P.A., Sole Trustee

By: William T. Kirtley, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of August, 2000 by William T. Kirtley, President of William T. Kirtley, P.A., Trustee of STARK VENTURE TRUST on behalf of the Trust. He is personally known to me.

NOTARY PUBLIC
My Commission Expires:

CATHERINE J. SCOTT
MY COMMISSION # CC 593524
EXPIRES: November 11, 2000
Bonded Thru Notary Public Underwriters

AGREEMENT ESTABLISHING REVOCABLE TRUST/
DECLARATION OF TRUST

STARK VENTURE TRUST

THIS AGREEMENT ESTABLISHING REVOCABLE TRUST/DECLARATION OF TRUST is entered into as of the 26th day of June, 2000 by and between GUY S. DELLA PENNA, an individual residing in Sarasota County, Florida who is the Grantor and sole beneficiary of the Trust created by this instrument (herein the "Grantor"), and WILLIAM T. KIRTLEY, P.A., who shall serve as Trustee of the Trust created by this instrument until its resignation or disqualification (herein the "Trustee").

PRELIMINARY STATEMENT

The parties hereto desire to form an Irrevocable Trust pursuant to Chapter 609, Florida Statutes, as amended, for the purpose of receiving the following securities which shall be held by the Trustee in Trust in accordance with the provisions of this instrument and that certain document styled "Information Statement of Stark Venture Trust" dated July 31, 2000, a copy of which is included with this instrument as Exhibit A. In connection with the purposes of the Trust herein established, the Trustee shall receive the securities of the following issuers as described below:

Name of Issuer	Number of Shares of Common Stock Received
2 Share Group, Inc.	1,500,100
FAS Group, Inc.	700,000
HomeVestors of America, Inc.	350,000
StockDr.com, Inc.	249,900

The foregoing-described securities shall be herein referred to as the "Unit Shares". The Trust shall proceed to conduct a private and limited offering of investment units (herein the "Units"), each Unit containing the number of Unit Shares of the respective Issuers as set forth below:

Name of Issuer	Number of Shares of Common Stock per Unit
2 Share Group, Inc.	21,430
FAS Group, Inc.	10,000
HomeVestors of America, Inc.	5,000
StockDr.com, Inc.	3,570

The Grantor, in accordance with the provisions of this instrument, hereby conveys to the Trustee to be held in Trust, the Unit Shares, which shall be held by the Trustee in accordance with the provisions set forth herein.

SECTION 1 - Definitions

As used in this Agreement, the following terms shall have the meanings indicated:

1.1 Accountants. "Accountants" means any firm of independent certified public accountants selected by the Trustee.

1.2 Affiliate or Affiliates. "Affiliate" or "Affiliates" shall mean a Person directly or indirectly controlled by or under common control with the Grantor or Trustee through one or more intermediaries.

1.3 Agreement. "Agreement" shall means this Agreement creating the Revocable Trust established herein as presently in effect or as hereafter amended.

1.4 Bankruptcy. "Bankruptcy" with respect to a Trustee shall be deemed to occur when the Trustee (i) admits in writing its inability to pay its debts generally as they become due, (ii) files a petition in bankruptcy, (iii) voluntarily takes advantage of any bankruptcy or insolvency law, or is adjudicated bankrupt, or (iv) if a petition or an answer is filed proposing the adjudication of a Trustee as a bankrupt, and that Trustee shall fail to successfully resist such adjudication within any required time or within ninety (90) days of the filing of such petition or answer (whichever period be longer).

1.5 Beneficiary. "Beneficiary" means Guy S. Della Penna and/or assignees of Guy S. Della Penna designated by Guy S. Della Penna in writing.

1.6 Other Capitalized Terms. Other capitalized terms shall have the definitions attributed to such terms as set forth in the Information Statement dated July 31, 2000 and any and all supplements thereto.

1.7 Person. "Person" means any individual or entity.

1.8 Statement. "Statement" shall mean the Information Statement dated July 31, 2000 and any and all supplements thereto.

1.9 Trust. "Trust" shall mean the Stark Venture Trust established by this Agreement.

1.10 Unit Subscription Agreement. "Unit Subscription Agreement" shall mean that document which contains the agreement of a suitable or Accredited Investor to purchase a Unit or Units at the Unit purchase price established by the Grantor.

SECTION 2 - General Provisions

2.1 Name. The name of the Fund shall be STARK VENTURE TRUST. The Trust shall effect such filings with respect to the use and protection of such name as required by law or as appropriate. The Trustee of the Trust shall also cause to be filed such filings as are required to be filed by Chapter 609, Florida Statutes, as amended.

2.2 Purposes and Powers. The Trust is formed for the purposes set forth in the Preliminary Statement of this Agreement and the Statement and for all related activities enumerated and described in this Agreement and the Statement and incidental or essential thereto. In pursuance of such purposes and only in such pursuance, the Trust shall have the power, in accordance with the purposes and subject to the terms of this Agreement and in the name of the Trust, to:

(a) Sue and be sued, complain and defend;

(b) Hold the Unit Shares for the purposes described in the Preliminary Statement of this Agreement and the Statement;

(c) With the consent of the Grantor, appoint agents of the Trust, which may include Affiliates of the Trustee and the Grantor, and define their duties and fix their compensation;

(d) Utilize the services of securities broker-dealers (under the auspices of the Agreement) and depository and custodial institutions with respect to the Trust's activities as determined by the Trustee and the Grantor and to pay the fees and other costs as a result of such utilization, which utilization may include, but need not be limited to, the utilization of such securities broker-dealers as placement agents in the contemplated Unit offering to be made by the Trust and to accumulate the proceeds resulting from such Unit offering in accordance with the terms of the Unit offering as set forth in the Statement;

(e) Have and exercise all additional powers necessary or convenient to effect any or all of the purposes for which the Trust is organized;

(f) Pay from the corpus and revenues received by the Trust, the fees and reimbursements to the Trustee, if any, as provided in this Agreement and as described in the Statement;

(g) As described in the Statement, pay from the corpus of the Trust reasonable placement fees and expense reimbursements to securities broker-dealers and other qualified persons (including, without limitation, Affiliates of the Grantor) who assist the Trust in the sale of its Units;

(h) Pay from the corpus and income of the Trust the expenses and costs incurred in connection with the organization of the Trust as contemplated in the Statement to the extent not paid or provided for by the Grantor; and

(i) Generally, engage in such acts and courses of conduct which are necessary in the accomplishment of the purposes of the Trust.

2.3 Principal Place of Business. The principal office of the Trust shall be located at 2940 South Tamiami Trail, Sarasota, Florida 34239 or such other location in the United States as the Trustee may elect.

2.4 Term. The Trust shall commence its existence upon that date which the Department of State, State of Florida, issues its certificate (or other evidence of filing) as a result of the filing of this Agreement with the Department of State, State of Florida. The term of existence of the Trust shall, in effect, be continuous and the Trust shall terminate at such time as the Trustee effects such termination in accordance with the terms of this Agreement and the provisions relating thereto in the Statement. In all events, the term of the Trust shall expire no later than July 31, 2001.

2.5 Declaration of Trust. The Trustee and the Grantor who are the parties to this Agreement intend to constitute and continue a business trust under the auspices of Chapter 609, Florida Statutes, as amended, and this Agreement shall constitute a Declaration of Trust which, in accordance with the provisions of such Chapter, shall be duly filed in the manner required by such Chapter with the Department of State, State of Florida. Any such filing required by Chapter 609, Florida Statutes, as amended, may be executed by the Trustee of the Trust. The Trustee shall also undertake all initial and continued compliance to assure the valid existence of this Trust under such referenced Chapter. The costs and expenses incidental to the activities described in this Section 2.5 shall be paid from the corpus and income of the Trust or shall be provided for and paid by the Grantor.

SECTION 3 - Status of the Grantor and the Trustee

3.1 Liability Limited. The Grantor shall only be liable for the debts and obligations of the Trust, if any, to the extent of the Grantor's contribution to the Trust, which shall be exclusively and solely constituted by the contribution of the Unit Shares which will constitute the Units intended to be privately offered and sold to suitable and Accredited Investors in accordance with the terms of the Unit offering established and set forth in the Statement. The Trustee shall not be responsible for the debts and obligations of the Trust in any manner whatsoever and the Grantor and the Trust, pursuant to the terms of this Agreement subsequently set forth, agrees to indemnify and hold the Trustee harmless with respect to the debts and obligations of the Trust. Unit purchasers shall not be deemed beneficiaries of the Trust but shall only have the status of owners of record and beneficially of the Unit Shares.

3.2 Unit Purchase by Grantor. The Grantor and his Affiliates shall not be required to purchase Units but may do so.

3.3 No Management Powers. Except as provided in this Agreement or as is contemplated in the Statement, the Grantor shall take no part in or interfere in any manner with the control, operation or management of the business and investment activities of the Trust and shall have no right or authority to act for or bind the Trust. Such powers are exclusively reserved and vested in the Trustee.

SECTION 4 - Contributions to Trust Corpus, Organizational Costs

4.1 By Grantor. The contribution to the Trust corpus shall be made exclusively by the Grantor and is expected to be constituted solely by the contribution of the Unit Shares identified in the Preliminary Statement of this Agreement. The Grantor may, in his exclusive reasonable judgment, make such additional contributions to the corpus of the Trust in the form of cash or other property as the Grantor deems appropriate in order to facilitate the purposes of the Trust and to further assure the successful completion of the limited and private offering of the Units. Such contributions may take the form of loans, in which event the Trustee shall cause to be prepared and delivered to the Grantor appropriate evidences of such indebtedness, such evidences of indebtedness setting forth the terms of each such loan made by the Grantor to the Trust.

4.2 Expenses of Trust Organization. The expenses of Trust organization and the offer and sale of its Units under the auspices of the Statement shall be paid by the Grantor. The Trustee shall not be responsible for the payment of any of such costs and expenses. The Grantor may direct that the Trustee effect payment of the costs and expenses of the organization of the Trust and the conduct of the Unit offering from the proceeds received by the Trust as a result of the sale of the Units to suitable and Accredited Investors. Any such direction made by the Grantor to the Trustee shall be in writing.

SECTION 5 - Allocation and Distribution of Unit Proceeds, Trust Income and Gain

All items of Unit proceeds, income and gain realized by the Trust as a result of its activities which shall be solely constituted by the limited and private offering of the Units to suitable and Accredited Investors, net of losses realized or accrued, shall be allocated and distributed to the Grantor or his assignees.

SECTION 6 - Books and Records

6.1 Books and Records. The Trustee shall maintain full and accurate books of the Trust at the Trust's principal place of business, showing all receipts and expenditures, assets and liabilities, profits and losses of the Trust, number of Units sold during the conduct of the limited and private offering thereof, including the Unit subscribers' Subscription Agreements and the acceptance thereof by the Trustee and the Grantor, and all other records necessary for recording the Trust's affairs. The expense and cost of establishing and maintaining such books and records shall be paid from the corpus of the Trust or, if such corpus is inadequate to effect such payment from time to time or at any time, by the Grantor. The Grantor may inspect such books and records at any time during the business hours of the Trustee.

6.2 Fiscal Year. The fiscal year of the Trust shall end on the 31st day of December of each year.

6.3 Reports. The Trustee shall cause to be prepared such further reports and filings, including, without limitation, such filings and returns required to be filed with respect to the Trust's activities with the Internal Revenue Service and any other taxing authority. Additionally, the Trustee shall cause to be prepared and filed such reports of an informational character or otherwise as are required as a result of the initiation and conduct of the limited and private offering of Units.

SECTION 7 - Powers of the Trustee

7.1 Powers and Rights. Subject only to the limitations set forth in this Agreement, the Trustee shall have full, exclusive and complete authority and discretion in the management of the affairs and activities of the Trust for the purposes herein stated and as provided in the Statement. The Trustee shall manage and control the affairs of the Trust to the best of its ability. In connection therewith, the powers and rights of the Trustee include, but are not limited to, the power and right to:

(a) Utilize the capital and revenues of the Trust in furtherance of the Trust's purposes;

(b) Sell, trade, exchange or otherwise dispose of all or any portion of the Trust's assets upon such terms and conditions and for such consideration as are determined in accordance with the provisions of this Agreement and as contemplated by the Statement;

(c) At the expense of the Trust, maintain or cause to be maintained the books and records of the Trust and cause any reports to be furnished to the Grantor, as required by this Agreement;

(d) If necessary in furtherance of the purposes of the Trust, place and hold title to Trust assets in the name of a nominee or custodian; permit the Trustee or any of its agents or Affiliates to purchase such assets in its own name and temporarily hold title thereto for the purpose of facilitating the acquisition of any assets by the Trust, the borrowing of money for the Trust or any other purpose related to the business of the Trust, the borrowing of money on behalf of the Trust by the act of the Trustee occurring only upon receipt of the written consent of the Grantor;

(e) Arrange, with the written consent of the Grantor, to prosecute, defend, settle or compromise such actions at law or in equity at the expense of the Trust as may appear necessary to enforce or protect the Trust's interests, and satisfy any judgment, decree, decision or settlement in connection therewith;

(f) Reimburse or directly pay the expenses properly incurred by the Trustee and/or the Trust in connection with the carrying out of the activities of the Trust and to pay the fees due and payable to the Trustee, if any, from the corpus and income of the Trust;

(g) Undertake and carry out such actions and courses of conduct as are necessary to implement and carry out the purposes and powers of the Trust as set forth in the Preliminary Statement of this Agreement and as contemplated by the Statement; and

(h) Exercise such other rights and powers of Trustee of trusts authorized or permitted under the laws of the State of Florida, except to the extent any of such rights or powers may be limited or restricted by the express provisions of this Agreement.

7.2 Limitation on Powers and Rights. The Trustee shall not cause or permit the Trust to:

(a) Make any loans to the Trustee or its Affiliates or utilize any of the assets of the Trust in connection with the obtaining or securing of any loan obtained or desired to be obtained by the Trustee or its Affiliates; or

(b) Commingle the Trusts of the Trust with those of any other Person or permit another to employ such Trusts or assets in any manner except for the exclusive benefit of the Trust.

SECTION 8 - Compensation of the Trustee and Affiliates, Other Interests

8.1 Compensation. The Trustee shall receive reasonable compensation for its services as Trustee of the Trust. It is acknowledged by the Grantor and the Trustee that certain administrative personnel of the Trustee may assist the Trust and provide services to the Trust with respect to certain record keeping and other administrative matters and that the Grantor shall cause such personnel to be compensated at a reasonable rate not to exceed $50 per hour of time expended by such administrative personnel of the Trustee.

8.2 Other Activity of the Trustee. The Grantor acknowledges that the Trustee's sole occupation is the conduct of the practice of law in the State of Florida through the professional activities of the principal of the Trustee, William T. Kirtley, Esq. The Grantor further acknowledges that the Trustee is serving as Trustee of the Trust as an accommodation to the Grantor and in order to facilitate the implementation and providing of professional services to the Grantor with respect to the intended private and limited offer of the Units.

SECTION 9 - Successor Trustee

9.1 Disqualification of Trustee. In the event that a Trustee shall withdraw, become subject to Bankruptcy or shall otherwise become unqualified or unable to serve as a Trustee of the Trust, the Grantor shall, within sixty (60) days of the occurrence of any of the foregoing events, appoint a successor Trustee, and such successor Trustee shall execute this Agreement and shall be bound by and assume the duties imposed by the terms hereof. Failure to elect a successor Trustee when required shall result in the termination of the Trust. In the event that a Trustee remains in service to the Trust subsequent to the withdrawal or disqualification of another Trustee, the requirement to elect a successor Trustee shall be determined upon the written advisement of legal counsel to the Trust. Any candidate to act as a successor Trustee must meet any qualifications determined necessary by legal counsel to the Trust in order to assure (i) the continuance of the

Trust as a revocable trust under Florida law for the then remaining term hereof and (ii) treatment of the Trust as a non-taxable entity and not an association taxable as a corporation under applicable law.

9.2 Resignation of Trustee. The Trustee may resign its position as Trustee of the Trust at any time during the term of the Trust by providing thirty (30) days written notice to the Grantor. Upon such resignation, the Grantor shall take immediate action to select and appoint a successor Trustee. The disqualification of a Trustee under Section 9.1 above or the resignation of a Trustee pursuant to this Section 9.2 shall not work the termination of the Trust nor require the cessation or termination of the Unit offering.

SECTION 10 - Sale of Units

The Units shall be offered and sold in a limited and private manner in accordance with the terms and conditions of the Unit offering as set forth in the Statement. The Grantor and the Trustee acknowledge that such Units are being offered without registration under the Securities Act of 1933, as amended, or applicable state securities statutes, including, without limitation, the Florida Securities and Investor Protection Act. The Grantor acknowledges, undertakes and agrees that the limited and private offer of the Units will only be made to suitable and Accredited Investors, such investor status being solely determined by the Grantor and the Trustee and in a manner which assures to the greatest extent possible the initial and continuing availability to the Trust and the Grantor of the exemptions from registration as described and set forth in the Statement.

SECTION 11 - Termination and Dissolution

11.1 Events Causing Dissolution. The Trust shall be dissolved, terminated and its affairs concluded upon:

(a) The withdrawal or disqualification of a Trustee unless a successor Trustee is elected within sixty (60) days of such withdrawal if such election is required;

(b) The conclusion or the termination of the Unit offering in accordance with the terms thereof as set forth in the Statement;

(c) The expiration of the term of the Trust, or upon termination by the Trustee pursuant to Section 11.2 of this Agreement; or

(d) The occurrence of any event which, under the laws of the State of Florida or other authority having jurisdiction over the Trust, the Trustee or the Affiliates thereof, the terms of this Agreement notwithstanding, shall dissolve the Trust.

11.2 Dissolution by the Trustee. The Trustee, with the written consent of the Grantor, may terminate, dissolve and liquidate the Trust at any time prior to the expiration of its term if such action is in the best interests of the Grantor. Prior to or upon Trust termination, the Trustee shall, if appropriate, return to the Grantor any Unit Shares which remain unsold in the Unit offering after complying with the provisions of this Section 11.2. Prior to such termination of the Trust, the Grantor and the Trustee shall assure:

(a) the payment of all just obligations of the Trust owing to persons other than the Trustee and/or the Grantor;

(b) that all Unit Shares which are owned of record and beneficially by Unit investors have been delivered to such Unit investors; and

(c) that all amounts owing to the Trustee as a result of its services hereunder or otherwise have been paid.

SECTION 12 - Amendments to Agreement

The Trustee may not propose amendments to this Agreement at any time. The Grantor may effect amendments to this Agreement at any time. Any such amendments, however, shall not be binding upon the Trustee unless the Trustee consents and agrees to such amendments in writing, which amendments and written consent shall constitute addendums to this Agreement.

The foregoing notwithstanding, no amendment shall be proposed or adopted by the Grantor which alters the purposes of the Trust as set forth and described in the Preliminary Statement of this Agreement and in the Statement unless necessary to further the purpose of the Trust as expressed herein and in the Statement.

SECTION 13 - Litigation, Indemnification, Legal Conformance

13.1 Generally. The Trustee is authorized to bring, defend, settle or compromise actions or claims at law or in equity at the Trust's expense as may be necessary or proper to enforce or protect any interest of the Trust. The Trust and the Trustee shall respond to any final decree, judgment or decision of any court, board or authority having jurisdiction in the premises, and of any settlement of any suit or claim prior to judgment or final decision therein. The Trustee, with the consent of the Grantor, shall satisfy any debt, judgment, decree, decision or settlement out of any insurance proceeds available therefor, and next, out of Trust assets and income. The Trustee shall not be individually liable for the debts and obligations of the Trust.

13.2 Limitation of Liability of Trustee. The Trustee shall not be liable to the Grantor or any purchaser of a Unit or the Trust for any good faith act or omission to act in the exercise of their judgment under the provisions of this Agreement or on behalf of the Trust.

13.3 Indemnification of Trustee. The Trustee may be indemnified by the Trust and the Grantor, and, to the extent of their non-exempt assets, the Trust and the Grantor shall indemnify the Trustee for liability arising from errors in judgment or other acts or omissions if the Trustee' conduct was in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Trust and the Grantor. If criminal prosecution results from such conduct or activities, it must appear, in order to obtain such indemnification, that the Trustee had no reasonable cause to believe that its conduct or activities were unlawful. In the event suit is brought against the Trustee by the Trust or the Grantor, the Trustee can only be indemnified if the Trustee were not negligent or no misconduct on the part of the Trustee is shown, unless a court determines that the Trustee was reasonably entitled to indemnification from the Trust under the circumstances.

13.4 Indemnification with Respect to Unit Offering. Subject to the conditions set forth below, the Trust and the Grantor, jointly and severally, agree to indemnify and hold harmless the Trustee and each person, if any, who controls the Trustee, within the meaning of Section 15 of the Securities Exchange Act of 1934, as amended (15 USC 78a et seq) (the "'34 Act"), against any and all loss, liability, claim, damage and expense whatsoever (including but not limited to any and all expense whatsoever reasonably incurred in investigating, preparing or defending against any litigation, commenced or threatened, or any claim

whatsoever) arising out of or based upon any untrue statement or alleged untrue statement of a material fact contained in the Statement (as from time to time amended and supplemented), prepared or obtained by the Trust or based upon written information provided by or on behalf of the Trust and used in the offer of the Units; or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary to make the statements therein not misleading; unless such statement or omission was made in reliance upon and in conformity with written information furnished to the Trust with respect to the Trustee or by or on behalf of the Trustee for use in the Statement or any amendment or supplement thereto; or the failure of the Trustee to comply with any of the applicable provisions of the Securities Act of 1933, as amended (15 USC 77a et seq) (the "Act") or the Rules and Regulations thereunder; or any unauthorized verbal or written representations in connection with the offering and sale of the Units made by the Trustee, or the agents thereof.

If any action is brought against the Trustee or a controlling person in respect of which indemnity may be sought against the Trust and/or the Grantor pursuant to the foregoing paragraph, the Trustee shall promptly notify the party or parties against whom indemnification is to be sought in writing of the institution of such action, and the Trust and/or the Grantor shall assume the defense of such action, including the employment of counsel to be chosen by the Trust and/or the Grantor to be reasonably satisfactory to the Trustee or such controlling persons. The Trustee or such controlling person shall have the right to employ their own counsel in any such case, but the fees and expenses of such counsel shall be at the Trustee's expense or the expense of such controlling person, unless the employment of such counsel shall have been authorized in writing by the Trust and/or the Grantor in connection with the defense of such action, or the Trust shall not have employed counsel to have charge of the defense of such action or such indemnified party or parties shall have reasonably concluded that there may be defenses available to it or them which are different from or additional to those available to the Trust (in which case the Trust shall not have the right to direct the defense of such action on behalf of the indemnified party or parties), in any of which events such fees and expenses shall be borne by the Trust. Anything in this paragraph to the contrary notwithstanding, the Trust shall not be liable for any settlement of, or any expenses incurred with respect to, any such claim or action effected without its written consent, which consent shall not be unreasonably withheld. The Trust and/or the Grantor agree to promptly notify the Trustee of the commencement of any litigation or proceedings against the Trust and/or the Grantor, or any of its officers, directors, employees or agents in connection with the issue and sale of the Units or in connection with the Statement.

13.5 Applicable Law. This Agreement shall be construed and interpreted in accordance with the laws of the State of Florida.

SECTION 14 - Miscellaneous Provisions

14.1 Address and Notices. The address of the Grantor is Guy S. Della Penna, 141 Ogden Street, Sarasota, Florida 34242 and the address of the Trust shall be that of the Trustee. The address of the Trustee for all purposes shall be William T. Kirtley, P.A., Attn: William T. Kirtley, Esq., President, 2940 South Tamiami Trail, Sarasota, Florida 34239. Any notice, demand or request required or permitted to be given or made hereunder shall be deemed given or made when delivered by United States certified mail, return receipt requested.

14.2 Counterparts. This Agreement may be executed in any number of copies, all of which shall constitute one and the same document and Agreement and all of which shall have the same force and effect as if all of the parties hereto had executed the same counterpart and any fully executed Agreement may be considered as an original.

14.3 Entire Agreement. This Agreement, and any additional instruments to be executed and delivered pursuant hereto, constitute the entire understanding with respect to the subject matter hereof. The headings herein are for convenience only and shall not affect the interpretation of any of the provisions hereof.

14.4 Preliminary Statement of Agreement. The recitals set forth in the Preliminary Statement hereof are hereby expressly incorporated and made an integral part of this Agreement.

IN WITNESS WHEREOF, the parties hereto have signed this Agreement on the day and year first above written.

WILLIAM T. KIRTLEY, P.A., Trustee

By: _____
William T. Kirtley, President

_____
Guy S. Della Penna, Grantor and Sole Beneficiary

INFORMATION STATEMENT
JULY 31, 2000

STARK VENTURE TRUST

(an Entity Existing Pursuant to a Declaration of Trust filed Pursuant to Chapter 609, Florida Statutes, as amended)

70 Investment Units ("Units") being privately offered at $50,000 per Unit

Solely by means of this Information Statement (the "Statement"), STARK VENTURE TRUST (the "Trust"), an entity formed pursuant to Chapter 609, Florida Statutes, as amended, pursuant to a Declaration of Trust is offering on a private and limited basis to suitable and Accredited Investors a maximum of 70 Units at the Unit price of $50,000. The Trust has been established for the sole purpose of facilitating the offer of Units and upon the conclusion of such Unit offering (whether the Minimum Requirement is met or not), the Trust will terminate. Each Unit being privately offered contains the following securities:

Name of Issuer	Number of Shares of Common Stock per Unit
2 Share Group, Inc.	21,430
FAS Group, Inc.	10,000
HomeVestors of America, Inc.	5,000
StockDr.com, Inc.	3,570
Total	40,000

The shares of common stock of the issuers identified above are referred to in this Statement as the "Unit Shares". All of the Unit Shares constitute Restricted Securities as that term is defined in Rule 144 promulgated under the Securities Act of 1933, as amended (the "Act").

AN INVESTMENT IN THE UNITS BEING PRIVATELY OFFERED BY THIS STATEMENT TO SUITABLE AND ACCREDITED INVESTORS INVOLVES RISKS AND THE BUSINESS ACTIVITIES CONDUCTED BY THE ISSUERS OF SUCH UNIT SHARES IDENTIFIED ABOVE AND SUBSEQUENTLY IN THIS STATEMENT ALSO MAY BE ADVERSELY AFFECTED BY CERTAIN RISK FACTORS. SEE "RISK FACTORS AND OTHER CONSIDERATIONS".

The Trust will be assisted in the private and limited offering of the Units by FAS Wealth Management Services, Inc. ("FAS Wealth"). In such regard, FAS Wealth will act

EXHIBIT
A

as the best efforts management Placement Agent and will be entitled to receive, assuming that the Minimum Requirement established in connection with this limited and private offering is met, placement agent fees equal to ten percent (10%) of the Unit price with respect to Units sold by FAS Wealth ($5,000 per Unit and $350,000 if all 70 Units being offered are privately sold). FAS Wealth is also entitled to receive other fees in connection with the private placement of Units. See "PLAN AND TERMS OF THE UNIT OFFERING".

This Statement contains information concerning the Unit Shares and the issuers identified above relative to the characteristics attributable to such Unit Shares and information concerning the business and operations of the identified issuers. To the extent that additional information becomes available to the Trust during the course of this Unit offering, this Statement will be supplemented one or more times and such supplements will be delivered to each Unit purchaser or interested investor who is considering the purchase of a Unit.

It is anticipated that Unit investors will receive the Unit Shares at the conclusion of the Unit offering represented by certificates in such ownership designations as the Unit investors instruct.

The Unit price of $50,000 has been solely determined by the Grantor of the Trust, Guy S. Della Penna and may have no relationship to the underlying value of the Unit Shares from the standpoint of earnings, book value or other recognized criteria of value but are believed by the Grantor to fairly relate to the initial issue prices of the Unit Shares in the private sale thereof by the Issuers.

THE UNITS OFFERED BY THIS STATEMENT HAVE NOT BEEN REGISTERED UNDER THE ACT OR ANY STATE SECURITIES STATUTE IN RELIANCE UPON REGULATION D PROMULGATED UNDER SUCH ACT AND ANALOGOUS EXEMPTIONS EXISTING UNDER APPLICABLE STATE SECURITIES LAWS, INCLUDING THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT ("FIPA"). GUY S. DELLA PENNA, THE GRANTOR OF THE TRUST, MAY BE CONSIDERED AS A CO-ISSUER OF THE UNITS. MR. DELLA PENNA IS RELYING UPON EXEMPTIONS AFFORDED BY THE ACT AND WHICH ARE SUBSEQUENTLY DISCUSSED IN THE STATEMENT. SUCH EXEMPTIONS, IF AVAILABLE, DO NOT INDICATE IN ANY WAY WHATSOEVER THAT THESE UNITS HAVE BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") OR ANY STATE SECURITIES REGULATORY AUTHORITY OR THAT THE COMMISSION OR ANY STATE AUTHORITY HAS CONSIDERED AND PASSED UPON THE ACCURACY AND COMPLETENESS OF THE STATEMENTS MADE HEREIN. ANY REPRESENTATION TO THE CONTRARY IS IN VIOLATION OF LAW. THE UNIT SHARES CONSTITUTE RESTRICTED SECURITIES AND SUCH WILL CONTINUE TO BE THE CASE UPON THE SUCCESSFUL COMPLETION OF THE OFFERING.

The Unit offering is subject to the requirement that five or more Units be sold and the representative subscription proceeds deposited in an escrow account established in connection with certain escrow arrangements existing between the Trust, FAS Wealth and SouthTrust Bank, N.A., acting as Escrow Agent. Such Unit subscription proceeds must be accumulated in good funds on or before midnight, November 1, 2000, subject to a one time 90 day extension of such period. The Unit offering will conclude, in any event, at midnight, January 31, 2001 unless extended for a maximum 90 day period by action of the Grantor in conjunction with the Trustee of the Trust. Guy S. Della Penna is the Grantor of the Trust and Guy S. Della Penna and assignees of Mr. Della Penna are the beneficiaries of the Trust.

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SUMMARY INFORMATION

Set forth in this Statement section is certain summary information concerning the private and limited offering of the Units, information concerning the Unit Shares, the business of the Issuers, the management thereof and the manner and characteristics of the Unit offering being exclusively made by this Statement. The summary information presented below is qualified in its entirety by the more complete information set forth subsequently in this Statement.

The Trust

The Trust, which has been named the Stark Venture Trust, is a business trust formed pursuant to a Declaration of Trust under the provisions of Chapter 609, Florida Statutes, as amended. The referenced Chapter permits the formation of an entity commonly referred to as a business or common law trust for the conduct of any business activity, except those activities generally described as banking or a securities business. The Trust has been formed solely for the purpose to act as the conduit entity whereby the Unit Shares may be "bundled" and the Units containing the Unit Shares sold in a limited and private offering to suitable and Accredited Investors. If the Unit offering is successfully concluded in accordance with the terms thereof, the Trust will terminate. If the Unit offering is not successfully concluded for any reason, including the failure to attain the Minimum Requirement described herein, the Trust will also terminate and the Unit Shares shall be reconveyed to the Trust Grantor, Guy S. Della Penna. Mr. Della Penna is also the beneficiary of the Trust. The basic document governing the Trust is a document styled "Agreement Establishing Revocable Trust/Declaration of Trust" (the "Trust Document") under date of June 26, 2000. A copy of such document is not included with this Statement but copies thereof may be examined by interested investors upon written request to the Trustee and the payment of a nominal copying fee. The Trustee of the Trust is William T. Kirtley, P.A., a professional association engaged in the practice of law in Sarasota, Florida, maintaining offices at 2940 South Tamiami Trail, Sarasota, Florida 34239.

The provisions of the Trust Document are intended to facilitate the creation of the Units and the "bundling" of the Unit Shares for sale to suitable and Accredited Investors. The Trust Document contains indemnification provisions with respect to the Trustee. The Trustee, acting in such capacity, is not in any way recommending the Units for purchase by any person or entity and has not assured in any manner the completeness or accuracy of the information set forth herein. William T. Kirtley, Esq. is the principal of William T. Kirtley, P.A. and such firm has assisted the Trust and Mr. Della Penna with respect to the preparation of this Statement, the Trust Document, the Unit Subscription Agreement included herewith as Exhibit A and other documents incidental to the limited and private offer of the Units.

As indicated, the Trust serves no other purpose than to facilitate the limited and private offering of the Units and the Unit Shares contained in the Units.

The Unit Shares

A maximum of 70 Units are being privately offered to suitable and Accredited Investors. Investor status will be exclusively determined by the Trustee, acting in conjunction with the Grantor. Each Unit contains the number of shares of Common Stock issued and outstanding of the Issuers as identified on the cover page of this Statement.

All of the Unit Shares were acquired by Guy S. Della Penna directly from the Issuers thereof in transactions believed exempt from the registration requirements of the Act and applicable state securities statutes, including, without limitation, FIPA. The Unit Shares in the hands of Mr. Della Penna (and affiliates of Mr. Della Penna which include a family trust) constitute Restricted Securities, as that term is defined under the Act and rules and regulations promulgated thereunder. The Unit Shares will continue to constitute Restricted Securities in the hands of Unit investors for an indefinite period of time, most likely for a period of two years from the time that each Unit investor remits the entire Unit consideration to the Trust, which is $50,000 per Unit.

All of the Unit Shares have the characteristics usually attributable to shares of common stock of an issuer. See the Statement section captioned "DESCRIPTION OF UNIT SHARES".

It is anticipated that certificates issued to Unit investors and evidencing ownership of the Unit Shares will bear a restrictive endorsement relating to the restrictive character of such Unit Shares.

Business of the Issuers

Set forth below is summary information concerning the Issuers of the Shares. Such summary information is supplemented and enhanced by the more detailed information presented subsequently in this Statement. Interested investors should realize that all of the issuers of the Unit Shares are recently formed corporate entities and have only initially commenced their business activities or are still in the start-up stage.

Issuer	Date and State of Incorporation	Principal Office	Status and Brief Description of Intended or Conducted Business
2 Share	September 1999 Florida	Sarasota, Florida	Operational. Conducts an e-commerce business under Buy2Share.com which offers funding support to not-for-profit entities (currently 90 organizations), for-profit entities, business to business and auction sites.

Issuer	Date and State of Incorporation	Principal Office	Status and Brief Description of Intended or Conducted Business
FAS	June 1998* Delaware	Sarasota, Florida	Operational. Primarily conducts an investment banking business and related marketing activities through its wholly-owned subsidiary, FAS Wealth, through a 13 office nationwide network. FAS Wealth is the best efforts managing Placement Agent for the Units.
HomeVestors	March, 1996 Delaware	Dallas, Texas	Operational. Purchase of residential real estate on a discounted price basis for cash, property rehabilitation (as required) and property resale in the retail market providing in some instances "credit injured" buyer financing through a franchise network involving 39 franchisees.
StockDr.	November 1998 Florida	Altamonte Springs, Florida	Operational. Operating as a federally covered investment advisor with approximately $159 million under management utilizing Charles Schwab & Company, Inc. as custodian. The sale of subscriptions and advertising through Company website known as StockDr.com and promotion of daily radio program known as "Talking About Your Investments".

* In a business combination concluded in August, 1998, FAS merged Executive Wealth Management Services, Inc. (a securities broker-dealer and member of the National Association of Securities Dealers, Inc. (the "NASD")) with and into FAS Wealth. Executive Wealth Management Services, Inc. commenced its business activities in 1981.

Guy S. Della Penna, the Grantor and beneficiary of the Trust, is affiliated with certain of the above-identified Issuers (FAS and HomeVestors) by reason of service as a member of the Board of Directors or officer of such identified Issuers or by reason of voting control.

Manner and Terms of Unit Offering

The Units and the Unit Shares have not been registered under the Act or any state securities statutes, including FIPA, and are being privately offered in reliance upon certain exemptions from registration provided by the Act and regulations thereunder, as well as analogous registration exemptions contained in FIPA and any applicable state statutes. Unit Investors will not be able to require that any of the Issuers of the Unit Shares register the Unit Shares at any time except in instances where Unit Shares are afforded certain "piggyback" registration rights.

The terms of the Unit offering have been established by Mr. Della Penna as Grantor of the Trust and such process did not involve arm's-length negotiations or consultations with the Unit Share Issuers except with respect to information gathering. Such offering terms provide and require that there be accumulated in an escrow account proceeds representing the sale of at least five Units and that such accumulation occur on or before midnight November 1, 2000, which period may be extended one time by the Grantor and the Trustee for a period not to exceed 90 days (the Minimum Requirement). In order to facilitate such offering terms, an Escrow Agreement has been entered into by the Trust, FAS Wealth and Southtrust Bank, N.A., acting as Escrow Agent (the "Escrow Agent"). The Escrow Agreement is not included as an Exhibit to this Statement, but may be examined by any interested investor under the same circumstances pursuant to which interested investors may inspect the Trust Document.

In the event that the Minimum Requirement is not attained, all Unit subscription proceeds then accumulated shall be promptly returned by the Escrow Agent to Unit investors without diminution or interest. If the Minimum Requirement is successfully attained, the Unit offering will continue until (a) the sale of all 70 Units, (b) the termination of the Unit offering by the Grantor of the Trust and the Trustee in their sole discretion, or (c) January 31, 2001 unless extended for a maximum 90 day period by action of the Grantor in conjunction with the Trustee of the Trust (the "Offering Period").

Assuming that the Minimum Requirement is met and the Offering Period remains unexpired, the offering will continue and during the course thereof the Trust may distribute Unit proceeds to Mr. Della Penna or assignees identified by him. As indicated earlier in this Statement, the Trust has no business purpose other than to facilitate the Unit offering and, accordingly, will not retain any of the Unit proceeds. All of the expenses and costs incidental to the creation of the Trust and the conduct of the limited and private offering of the Units have been and will be paid by Mr. Della Penna and Unit proceeds may be used for such purpose. Compensation paid to the Trustee of the Trust, if any, will also be paid by Mr. Della Penna.

Utilization of Unit Proceeds

As indicated, all Unit proceeds are expected to be disbursed by the Trust to Mr. Della Penna or assignees designated by him. None of the Unit proceeds will be retained by the Trust. Mr. Della Penna intends to use such Unit proceeds received, assuming that the Minimum Requirement is met, for personal and business purposes which may include the making of advances or loans utilizing such Unit proceeds received to one or more of the Issuers of the Unit Shares, most likely FAS Group, Inc. As of the date of this Statement, Mr. Della Penna is active in the management and business affairs of FAS Group, Inc. and its subsidiaries and other affiliated entities, including FAS Wealth. See "INFORMATION CONCERNING THE BUSINESS OF THE ISSUERS" and "INFORMATION CONCERNING ISSUER MANAGEMENT".

Risk Factors

Interested investors should carefully examine the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS". Among the more prominent risks affecting the ownership of the Unit Shares is the restricted character of such securities from the standpoint of Federal and state securities laws. Unit purchasers, as owners of the Unit Shares, will also be subject to the risks which may affect the business operations of the respective Issuers, some of which risks include the start-up and early operational status of certain of such Issuers, regulatory factors affecting the business of certain of such Issuers, and on-going requirements for additional capital. None of the Unit proceeds will be directed to any of the Issuers of the Unit Shares except, possibly, under the circumstances described immediately above.

[END OF SUMMARY INFORMATION]

INVESTOR SUITABILITY MATTERS

All of the Unit Shares of the issuers identified on the cover page of this Statement and subsequently herein were acquired by Guy S. Della Penna in transactions claimed exempt from the registration requirements of the Act and, accordingly, are attributed the status of Restricted Securities under the Act and rules promulgated thereunder. There is no market for any of the Unit Shares due to such restricted status and there can be no assurance that any of the Unit Share issuers will become publicly held and that a market for any of the Unit Shares will come into being during any future time. Accordingly, interested investors considering the acquisition of a Unit or Units and the Unit Shares contained therein should be prepared to hold the Unit Shares for an indefinite period of time. In that regard, the Trust and the Grantor will only accept Unit subscriptions from investors who are either Accredited Investors, as such term is defined under Regulation D promulgated under the act, or who are otherwise suitable to acquire Units.

Accredited Investors

The term "Accredited Investor" is a defined term in Regulation D, as promulgated under the Act. Regulation D is the regulation providing within its rules for a "safe harbor" with respect to limited and private offerings of securities by issuers. See "PLAN AND TERMS OF THE UNIT OFFERING". The most frequently used Accredited Investor definitions relate to an investor status which involves significant net worth or high levels of personal income. In that regard, a person is defined as an Accredited Investor if such person has an individual or joint net worth with his or her spouse in excess of $1 million and such net worth amount is expected to exist and continue through the period of time in which the purchase of the security occurs. High income persons may also be Accredited Investors. In that regard, a natural person whose individual income exceeded $200,000 in each of the two most recent calendar years and who reasonably expects his or her individual income to exceed $200,000 in the current year may qualify as an Accredited Investor. The joint income of an investor with his or her spouse in the amount of $300,000 or more for such years will also fall within the income definition of an Accredited Investor. There are other definitions of Accredited Investor category which are set forth in the Unit Subscription Agreement which is included as Exhibit A to this Statement.

Suitable Investor

The determination that an investor is a suitable investor is a highly subjective process which takes into account such factors as such investor's level of risk tolerance, investment experience, income, liquidity status, age, education, investment sophistication and other matters. The Trustee and the Grantor, in connection with the Unit subscription process, may request that Unit investors who are not Accredited Investors provide, on a confidential basis, information demonstrating that such investor is otherwise suitable to invest in the Units. Clearly, the Units do not represent a suitable investment for persons of limited means who have a continuing need for liquidity with respect to their investment portfolios

and who cannot hold the Unit Shares for an indefinite period of time with the continuing possibility that all or some of the Unit Shares may become worthless.

In all events, an Accredited Investor or an investor who is otherwise suitable should not acquire Units with the expectation that such investor will receive regular distributions of dividend income on account of the ownership of the Unit Shares. Rather, Units should only be purchased with the anticipation that appreciation in value will occur with respect to some or all of the Unit Shares by reason of the business success of the issuer thereof and that a market for such shares will come into being during such future time as a result of the issuers of the Unit Shares becoming publicly held, either as a result of initial public offerings or some business combination or other transaction. Also, in all events, Accredited Investors and suitable investors should carefully examine the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS".

RISK FACTORS AND OTHER CONSIDERATIONS

The acquisition of Units and the Unit Shares and the conduct of the business of the issuers of the Unit Shares involves risks which may adversely affect an investment in the Unit Shares. Additionally, business and other conditions encountered by the issuers of the Unit Shares may also adversely affect the value of the Unit Shares or even cause the elimination of any value of some or all of the Unit Shares. Certain of the risk factors and other considerations presented below are unique to a particular issuer, but certain risk factors and other considerations are applicable in a general way to all of the Unit Shares.

Relative to the Unit Shares

Nature of the Trust. The Trust is a special purpose entity formed under Chapter 609, Florida Statutes, as amended, for the sole purpose of facilitating the Unit offering and the private and limited offering thereof to suitable and Accredited Investors. In that regard, the Unit Shares have been "bundled" into the Units and each Unit contains that number of Unit Shares of the respective issuers as indicated on the cover page of this Statement. At the conclusion of the Unit offering, the Trust will terminate and, accordingly, is not a business entity conducting any on-going business activity other than to facilitate the private and limited offering of the Units and the Unit Shares. The Trust may be considered the issuer of the Units and the Grantor of the Trust, Guy S. Della Penna, may be considered a co-issuer. See "PLAN AND TERMS OF THE UNIT OFFERING".

Unit Shares and Units are Restricted. The Units offered solely by means of this Statement do not constitute in and of themselves a security but rather are merely the offering vehicle pursuant to which the Unit Shares contained therein may be offered and sold to suitable and Accredited Investors. At the conclusion of the Unit offering, assuming that the Minimum Requirement is attained, investors who have purchased Units are

expected to receive certificates evidencing the Unit Shares and, accordingly, the Units will no longer serve any purpose. The possibility exists, however, that one or more of the issuers of the Unit Shares may, for reasons unknown to the Trustee or the Grantor, decline to issue such certificates, in which event, the purchasers of Units and Unit Shares will be deemed to be the beneficial owner thereof and, as a result, the Trust may continue purely for custodial and administrative purposes to serve as record owner of some or all of the Unit Shares. It is not likely, however, that the present Trustee, William T. Kirtley, P.A., will continue in service subsequent to the conclusion of the Unit offering. The Units constitute Restricted Securities as explained earlier in this Statement and subsequently in this paragraph. Such is also the case with respect to the Unit Shares. The Unit Shares were acquired by Mr. Della Penna in transactions claimed exempt from the registration requirements of the Act and are, therefore, Restricted Securities.

In summary, Restricted Securities are securities such as the Unit Shares which are acquired directly from the issuer thereof in a transaction deemed exempt from such registration requirements. Restricted shares continue to have such status until the elapse of certain holding periods as provided under Rule 144 promulgated under the Act and depending upon the status of the issuer of the Unit Shares from the standpoint of being a reporting entity under the provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In summary, purchasers of the Units and the Unit Shares will be required to hold the Unit Shares for a period of two years measured from the time that the full consideration for the Units is paid at the rate of $50,000 per Unit. Such payment will occur at the time of Unit subscription since installment payment provisions are not available with respect to this limited and private offering of Units. If one or more of the Unit Share issuers becomes publicly held as a result of conduct of an initial public offering or by virtue of the consummation of a business combination resulting in such issuer becoming publicly held, such issuer or issuers most likely will be required to file the periodic and annual reports required under the Exchange Act. If such is the case and such issuer or issuers are current with respect to such periodic and annual reporting requirements, the holding period is reduced to one year, such one year period also being measured from the time of the full payment of the Unit consideration (the time of subscription).

Unit Shares Not Liquid. Regardless of the status of the issuer, the ability to dispose of Unit Shares will be dependent upon the existence of a market for such Unit Shares and there can be no assurance given that any market for any of the Unit Shares will come into being at any time even though one or more of the Unit Share issuers becomes publicly held. Investors who hold Unit Shares may negotiate private sale-purchase transactions involving some or all of the Unit Shares held by them but the consummation of any such transactions will not result in any of such Unit Shares being removed from the status of Restricted Securities solely by virtue of such transaction. Accordingly, Unit purchasers should be prepared to hold the Unit Shares for an indefinite period of time and should not look to the Unit Shares as a source of immediate liquidity.

No Firm Placement Arrangements. FAS Wealth is acting as the Unit Placement Agent pursuant to a Placement Agent Agreement solely on a best efforts basis. Accordingly, FAS Wealth is under no obligation to purchase any of the Units being privately offered by means of this Statement. FAS Wealth is a wholly-owned subsidiary of FAS. The Unit offering is subject to the attainment of the Minimum Requirement. See "PLAN AND TERMS OF THE UNIT OFFERING".

Issuance of Unit Share Certificates. At the successful conclusion of the Unit offering (the sale of five or more Units and a maximum of 70 Units being sold within the Offering Period), the Grantor, with the assistance of the Trustee, will instruct the issuers of the Unit Shares to cancel, upon presentment, the certificates evidencing ownership of the Unit Shares by the Grantor (and affiliates of the Grantor) and the Trust and to issue the appropriate number of Unit Shares to Unit investors in accordance with instructions made by each Unit investor in each investor's respective Unit Subscription Agreement. The Grantor has had preliminary communications with representatives of the Unit Share issuers and understands that such certificates evidencing Unit Shares will be issued under the circumstances described, although such issued certificates are expected to bear appropriate restrictive endorsements which will acknowledge, among other things, the status of the Unit Shares as Restricted Securities. No absolute assurance can be given, however, that every issuer of the Unit Shares will follow such Grantor/Trustee instructions and in such instance, Unit purchasers will own Unit Shares on a beneficial basis and the Grantor and/or the Trust will be the holder of record. All economic benefits derived from the Unit Shares, however, under such circumstances will inure and be attributable to the Unit investor and the Trust will continue for the sole purpose of functioning in an administrative and custodial capacity for the benefit of affected Unit holders. The restrictive endorsement expected to be placed on each certificate evidencing Unit shares will be in the form substantially as that presented below:

> The Shares of Common Stock of [NAME OF UNIT SHARE ISSUER] represented by this Certificate have not been registered under the Securities Act of 1933, as amended, or any state securities statutes, including the Florida Securities and Investor Protection Act, as amended, in reliance upon exemptions from registration provided by the Act and such statutes. The Shares have been acquired by the registered holder hereof for his own account, for investment, and may not be sold or transferred in the absence of an effective registration statement for such Shares under the Securities Act of 1933, as amended (and/or the various state securities statutes as required), and/or the receipt by [NAME OF UNIT SHARE ISSUER] of an opinion of its legal counsel to the effect that registration of such Shares in connection with any such transaction is not required under the Securities Act of 1933, as amended, or applicable state securities statutes.

Dividend Policies. On the basis of information available to the Grantor, none of the issuers of the Unit Shares have paid a cash dividend since their respective formations and

the payment of cash dividends is not expected to occur during the future time. The payment of cash dividends will require that the respective issuers of the Unit Shares reflect net earnings from which such cash dividends may be declared and paid. The Grantor believes, however, that it is the policy of each of the issuers of the Unit Shares to reinvest earnings in their respective business activities. Accordingly, cash dividends are not expected to be paid during any future time. See "INVESTOR SUITABILITY MATTERS".

Trust not an Investment Company. While the Trust may meet the definitional criteria of an "investment company" (mutual fund), as set forth in the Investment Company Act of 1940, the Trust is advised that it is not required to register as such under such statute since even if the offering of Units is successfully completed, it is expected that the Trust will have sold Units to fewer than 100 beneficial owners and, upon conclusion of the Unit offering, the Trust is expected to terminate unless its continuing existence is required solely for administrative and custodial purposes, as indicated earlier in this Statement. Accordingly, the purchasers of Units will not be afforded any of the protective provisions of the Investment Company Act of 1940.

Adequacy of Capital. As indicated elsewhere in this Statement, the issuers of the Unit Shares will not receive any of the proceeds received by the Trust and the Grantor as a result of the sale of the Units being exclusively made pursuant to this Statement, with the possible exception of FAS and 2 Share which may receive loans or advances from Mr. Della Penna. The possibility also exists that Mr. Della Penna, utilizing Unit proceeds, may purchase additional shares of common stock of 2 Share or FAS. Any such shares so purchased would be authorized but unissued shares of 2 Share or FAS. Additionally, Mr. Della Penna, possibly using Unit proceeds, may acquire outstanding shares of common stock of 2 Share from a large holder thereof. This would be a negotiated transaction. On the basis of information available to the Grantor, Guy S. Della Penna, certain of the issuers of the Unit Shares are in the process of attempting to obtain additional capital and such may be the case for the remaining issuers during the future time. There can be no assurance that any of the issuers of the Unit Shares will have adequate capital with which to conduct their respective business operations during any particular period of time or that if capital requirements arise, that any of such issuers will be successful in obtaining such capital in the required amounts and upon acceptable terms. Working capital deficiencies could significantly impair the ability of the issuers of the Unit Shares to conduct their respective business activities and under the most adverse of circumstances, could result in a cessation of such business activities. See "INFORMATION CONCERNING THE BUSINESS OF THE ISSUERS".

Relative to the Issuers of the Unit Shares

Unit Proceeds Utilization. As indicated, with the possible exception of FAS and 2 Share, none of the issuers of the Unit Shares will receive any of the proceeds received by the Trust on account of the sale of the Units, assuming that the Minimum Requirement is attained. See "UNIT PROCEEDS UTILIZATION".

Voting Control. With respect to all of the issuers of the Unit Shares, voting control of such issuers as of the date of this Statement is vested in the officers and directors of such issuers. In such regard, Guy S. Della Penna, the Grantor of the Trust, is vested with voting control of FAS. For further information concerning the shareholdings of the officers and directors of the issuers and other persons holding significant percentages of the outstanding voting common stock of such issuers, see the Statement section captioned "INFORMATION CONCERNING ISSUER MANAGEMENT".

Dilution. As indicated earlier in this Statement, the Units are being privately offered by means of this Statement to suitable and Accredited Investors at a Unit price of $50,000. Each Unit contains 40,000 Unit Shares in the Share amounts with respect to each issuer as indicated on the cover page of this Statement. No allocation of the Unit purchase price of $50,000 has been made among the various Shares of each of the issuers of the Unit Shares and, accordingly, investors will be paying a per Unit Share price of $1.25. The initial issue price of the Unit Shares paid by investors who purchased such Shares for cash was an aggregate $55,000. Included elsewhere in this Statement is financial information concerning each of the issuers of the Unit Shares, which financial information will reflect a book value per outstanding Share of an amount less than $1.25 per Unit Share. Accordingly, Unit purchasers will sustain dilution from the standpoint of the Unit offering price as allocated among the 40,000 Unit Shares.

Earnings. None of the issuers of the Unit Shares have reflected earnings from their operations since their respective times of formation for any fiscal year. The financial information with respect to the issuers of the Unit Shares included subsequently in this Statement reflects that 2 Share, StockDr. and HomeVestors have sustained losses with respect to their business operations. FAS Wealth experienced a net profit before taxes of approximately $294,000 for the three month period ended March 31, 2000 and $119,105 for the six month period ended June 30, 2000 based upon results reflected in its unaudited financial statements. However, for the calendar year ended December 31, 1999, FAS reflected a net loss of approximately $1.075 million on a consolidated basis with FAS Wealth.

Risk Factors Attributable to 2 Share. 2 Share was incorporated under Florida law in September 1999 and is now in operational status. For information concerning the business activity of 2 Share, see the "SUMMARY INFORMATION" section of this Statement and the Statement section captioned "INFORMATION CONCERNING BUSINESS OF THE ISSUERS". All aspects of the business of 2 Share are conducted and will be conducted, for the most part, on the internet. To achieve a successful e-commerce business, 2 Share and its subsidiaries must develop the capability to appeal to a large number of consumers who desire to purchase the products offered via the internet and chose 2 Share's websites for reasons of product selection, price and desire to benefit a designated charity. While the internet and the world wide web have existed since the 1960's, the widespread use of the internet by the public and business community in the form of the world wide web is a fairly recent development occurring over the past approximate six years. Accordingly, as a commercial medium, considerable uncertainty as to the development and

direction of the world wide web continues to exist. The relative success of 2 Share in commercially developing its web sites as a viable e-commerce facility will be directly affected favorably or adversely by such development and direction. The factors affecting such development are viewed by 2 Share as principally relating to the rate and amount of internet growth, the development of the internet as a marketplace, the establishment and maintenance of an adequate infrastructure with respect to the internet, taxation of internet or e-commerce activities, legislative action and the attainment and maintenance of appropriate customer security with respect to persons effecting e-commerce on the internet. The conduct of the business of 2 Share is substantially dependent upon the continuing availability of its management personnel and the unavailability of the services of any of such personnel could have a material, adverse affect on 2 Share's operations. 2 Share is also encountering competition with respect to its internet activity represented by other e-commerce websites and the purveyors of goods and services who utilize the internet.

2 Share is presently conducting a private and limited offering of its common stock and FAS Wealth is acting as the best efforts managing Placement Agent with respect to such offering.

Risk Factors Attributable to FAS. FAS is a Delaware corporation which was formed in June 1998 to act as an acquisition vehicle with respect to a business combination between FAS and a Florida corporate entity then known as Executive Wealth Management Services, Inc. ("Executive"). Executive has and continues to conduct a full service investment banking and retail securities business through a 13 office nationwide network as a member of the NASD/SIPC. Executive is now known as FAS Wealth Management Services, Inc. ("FAS Wealth"). FAS Wealth is the best efforts managing Placement Agent with respect to the Units being privately offered by this Statement. At a time contemporaneous to the business combination between FAS and Executive, FAS Wealth consummated a bulk transfer transaction with NASD approval whereby it received by mass transfer certain brokers on an independent basis as well as certain assets and no liabilities of a securities broker-dealer known as Biltmore Securities, Inc. As a result of the bulk and mass transfer of Biltmore Securities, Inc., FAS and FAS Wealth are respondents or defendants in various items of arbitration and litigation which are presently pending and with respect to which FAS Wealth is conducting a vigorous defense. No assurance can be given, however, that such arbitration and litigation will be satisfactorily concluded from the standpoint of FAS Wealth and such may have a high risk of significant, detrimental and terminal consequences on the financial condition and stability of FAS in the future time. FAS may also engage in the marketing of Affinity Group products, which relates to the marketing of various financial, insurance, non-securities and securities related products to groups which are described as being "affinity groups". The conduct of an investment banking and securities business is subject to numerous and substantial risk, as well as being subject to comprehensive regulation. The risks include volatile and illiquid markets which may be affected by short term or sustained periods of low or negative economic growth and other factors. Investment banking activities that relate to underwriting also involve risks, including the failure to complete the securities distribution, after-market trading activities as a broker or a dealer in the securities

underwritten, customer fails, customer fraud, significant errors in the processing of customer transactions, failure of investment banking clients (which may include the Issuers of the Unit Shares) and record keeping and similar matters. A comprehensive regulatory scheme exists with respect to the securities industry which is carried out principally by the United States Securities and Exchange Commission and the National Association of Securities Dealers, Inc. (the "NASD"). Also, each state in which FAS Wealth operates also exercises significant regulation and supervision. Part of such regulatory scheme involves unannounced audits of the financial records and procedures of FAS Wealth. Interested Unit investors may visit the NASD Regulation internet website to obtain information concerning FAS Wealth.

FAS Wealth is a party to items of material litigation and arbitration. See the section captioned "MATERIAL LITIGATION AND ARBITRATION".

Risk Factors Attributable to HomeVestors. HomeVestors operates a franchise system and presently has approximately 39 franchisees who, under the supervision of HomeVestors, engage in activities involving the purchase of residential real estate, usually purchased at a discount from the market value thereof, which property is then usually rehabilitated as required and then resold into the market at a higher price, due to its improved condition. The HomeVestors concept offers the sellers of residential real estate properties a way to sell their residential living units in an "as is" condition. Additionally, HomeVestors, through its franchisees, offers a "credit injured" finance program to buyers of residential real estate properties offered by HomeVestors and its franchisees. HomeVestors has been in operation since October 1996 but has yet to generate significant operating profits. In the conduct of its business, HomeVestors is dependent upon its ability to attract new franchisees and to maintain its relationships with its existing franchisees. The operation of a franchise business is subject to significant governmental regulation exercised by agencies of state and federal government. The purposes of such regulation is to provide fair and adequate disclosure to prospective franchisees relative to the terms of the franchise being offered and the success experienced by existing franchisees. Substantial regulation of franchise marketing activities is exercised by the Federal Trade Commission, an agency of the Federal government. Such regulation requires that a prospectus type document be delivered by HomeVestors to each prospective franchisee, which disclosure document contains financial and narrative information with respect to the particular franchise program being offered. As of the date of this Statement, the Grantor believes that HomeVestors is in substantial compliance with respect to the regulation of its franchise offering activities. HomeVestors' real estate marketing activities are also subject to regulation exercised by the various states and the Federal government as is its related lending business. Such regulation may involve the requirement that sales personnel of HomeVestors be licensed as agents or brokers and that appropriate disclosures are made with respect to the consummation of any real estate sale-purchase transaction. The lending activities of HomeVestors will also be subject to the regulatory framework commonly referred to as "truth in lending". The overall business activities of HomeVestors is significantly affected by the conditions in the local and national economies. Generally downturns may reasonably be expected to have the effect of reducing the volume of sale-purchase transactions involving residential real estate

properties, although such economic downturns may increase the demand for HomeVestors' "credit injured" lending program.

For the year ended December 31, 1999, HomeVestors reported a net income of $61,038 without any provision for income taxes due to previous operating losses.

Risk Factors attributable to StockDr. StockDr. operates as a federal covered investment advisor with approximately $150 million under management. In such investment management activities, StockDr. utilizes the transactional services of Charles Schwab & Company, Inc., which firm also acts as custodian of StockDr.'s client accounts. As a federal covered investment advisor, StockDr. is only subject to regulation by the United States Securities and Exchange Commission (the "Commission") to the exclusion of state securities regulatory authorities. StockDr. is subject, however, to the anti-fraud provisions of the state securities statutes in which it conducts its advisory business. StockDr. also sells subscriptions to its various investment publications and advertising through its web site known as StockDr.com and also promotes a daily radio program known as "Talking About Your Investments". For the six months ended December 31, 1999, StockDr. reported, on an unaudited basis, total revenues of approximately $162,000 and a net income (loss) of approximately $442,400. For the three months ended March 31, 2000, the unaudited financial statements of StockDr. reflect total revenue of approximately $407,000 and a net income (loss) of approximately $364,700. As a federal covered investment advisor and in connection with the rendering of investment advice to its clients and by means of the internet, StockDr. must take a number of factors into account in order to assure that it fulfills its fiduciary obligations to its clients. Such factors include appropriate determinations of investor suitability with respect to a particular investment or investment portfolio recommended, placing the client's interests paramount over those of StockDr. and assuring that appropriate execution occurs through the transactional facilities of Charles Schwab & Company, Inc. or any other transactional facility utilized. Since StockDr. uses the internet in an e-commerce sense, StockDr. would be subject to some of the same risk factors to which 2 Share is subject, as described above.

Other Factors

Source of Statement Information. The factual information set forth in this Statement relating to the Unit Shares, the issuers thereof (2 Share, FAS, HomeVestors and StockDr.), the business of the issuers and other matters, has been procured from the Issuers by the Grantor. In such information procurement process, Mr. Della Penna has conducted interviews with the executive officers of the issuers (with the exception of FAS), examined recent and historical offering and other informational documents of the issuers and has assembled financial information relative to the financial condition and results of operations of the issuers. Since Mr. Della Penna has served as chief executive and operating officer of FAS and FAS Wealth since the inception of those entities, he is uniquely positioned to procure and assemble information which is current, material and accurate with respect to FAS and FAS Wealth for inclusion in this Statement. Such is not the case with respect to

the other issuers of the Unit Shares. In such regard, Mr. Della Penna has relied on the information obtained as a result of the procedures described and from the identified sources. Accordingly, the possibility exists that with respect to the issuers of the Unit Shares other than FAS, there is material current information concerning such issuers, other than FAS, which, as of the date of this Statement, is not known to the Grantor and not included herein. Such current, material information, if any, may be adverse or favorable.

Undertaking to Supplement Statement. The Grantor will supplement this Statement one or more times as is necessary to provide interested investors and past Unit investors with current information concerning any issuer or Unit Shares which becomes known to the Grantor during the course of the Unit offering. While the Grantor intends to continually monitor each issuer's activities during the offering with a view to providing Statement supplements, there can be no assurance that the Grantor will be continually successful in such efforts. Accordingly, the possibility exists that Unit investment decisions may be made on the basis of Statement and Statement supplement information which is incomplete and/or not current.

Information Subsequent to Conclusion of Unit Offering. Subsequent to the successful completion of the Unit offering, the issuers of the Unit Shares are obligated (by statute or otherwise) to provide on-going information to the then holders of the Unit Shares (as well as other holders of each issuer's outstanding common stock), which information includes then current financial statements. The possibility exists that one or more of the issuers will fail to provide such required information on one or more occasions. The Grantor will not be in a position to compel such issuers to provide then current information other than on the basis of the Grantor's status as a holder of such issuer's outstanding common stock.

UNIT PROCEEDS UTILIZATION

The amount of gross proceeds which will be received by the Trust, assuming the Minimum Requirement is successfully attained, will range between $250,000 if only five Units are sold (the Minimum Requirement) and $3,500,000 if all 70 Units are sold. Actual gross proceeds utilization may vary between such minimum and maximum amounts if more than the minimum, but less than the maximum, number of Units being exclusively offered by this Statement are sold during the offering.

None of such Unit proceeds will be directed to the issuers of the Unit Shares and are expected to be substantially retained or retained in their entirety by the Grantor of the Trust, who is also the beneficiary of the Trust, Guy S. Della Penna. Mr. Della Penna is sponsoring this limited and private offering of Units in order to realize proceeds from Units sold if the Minimum Requirement is attained for personal financial planning and related reasons and circumstances. The Trust and Mr. Della Penna are under no contractual

relationship or are under no contractual obligation or other obligation to pay over any of the Unit proceeds to any of the Unit Share issuers. In his sole discretion, however, Mr. Della Penna may make loans or advances to 2 Share and FAS or further equity investments in amounts not determinable as of the date of this Statement. Such loans or advances may be subsequently converted by Mr. Della Penna into an equity investment in 2 Share, HomeVestors and FAS in the form of the preferred or common stock of FAS (Class A or B).

As indicated in the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS", one or more of the issuers of the Unit Shares, including FAS, may be required during the future time to seek additional capital and that there can be no assurance that such additional capital will be procured when required or, if available, procured upon terms which are acceptable to the issuers. Mr. Della Penna is informed that StockDr. intends to seek additional capital, most likely by means of a private placement of its securities.

PLAN AND TERMS OF THE UNIT OFFERING

The Units

The Unit Shares in the Share amounts of each issuer, as reflected on the cover page of this Statement, are being offered in Units by the Trust and the Grantor of the Trust, Guy S. Della Penna as co-issuer. A minimum of five Units and a maximum of 70 Units will be sold under the auspices of this Statement only to suitable and Accredited Investors. Upon the successful completion of the Unit offering, at least in the minimum five Unit amount, the Units purchased by such investors will extinguish and Unit investors will then become record and beneficial owners of the Unit Shares. See, however, "RISK FACTORS AND OTHER CONSIDERATIONS". The investment Units in and of themselves will not continue to exist as a security.

Method of Distribution

In connection with this offering, the Trust reserves the right to refuse any subscription to Units or to decrease the number of Units subscribed by any investor. Unless waived by the Trust in its sole discretion, the minimum subscription to Units which will be accepted by the Trust and the Grantor from a suitable or Accredited Investor is to one Unit representing a cash subscription obligation of $50,000. Until the Minimum Requirement is successfully attained, all Unit subscription proceeds will be deposited in the special escrow account under the auspices of the Escrow Agreement described below in this Statement section.

The limited and private offering of the Units will be administered by the Trustee of the Trust, William T. Kirtley, P.A. and the Grantor of the Trust, Guy S. Della Penna. Mr.

Della Penna is also the beneficiary of the Trust. See "INFORMATION CONCERNING ISSUER MANAGEMENT". The Trust has entered into a Placement Agent Agreement (the "Placement Agreement") with FAS Wealth whereby FAS Wealth has agreed to use its "best efforts" to assist the Trust in the limited and private offering of Units to suitable and Accredited Investors. FAS Wealth is not under any obligation to purchase any Units. Assuming that the Minimum Requirement, as explained below, is successfully attained, FAS Wealth will be entitled to receive placement fees equal to 10% of the gross proceeds received by the Trust as a result of the sale of Units to suitable and Accredited Investors by FAS Wealth. FAS Wealth, if the Minimum Requirement is met, will also be entitled to a placement management fee of two percent (2%) and a non-accountable expense factor of one percent (1%), both amounts being charged against Unit proceeds actually received. With the consent of the Trust and the Grantor, other Qualified Persons may assist the Trust in the sale of Units and also receive placement fees, either directly or by way of reallowance from FAS Wealth. Such placement fees will be on a negotiated basis and the Trust will be required to approve the utilization of any additional Qualified Persons. Since the Grantor and the beneficiary of the Trust, Guy S. Della Penna, is the Chief Executive Officer of FAS Wealth and functions in the manner of a supervisory person with FAS Wealth, Mr. Della Penna may assist in the sale of Units. Such will occur without compensation to Mr. Della Penna, however, in the light of the fact that Mr. Della Penna will receive all of the proceeds realized from the sale of the Units if the Minimum Requirement is attained.

The possibility exists that some Unit investors will utilize the services of a qualified purchaser representative. In summary, a qualified purchaser representative is a person who assists an interested investor in evaluating the relative merits of an investment in a security such as the Units (and the Unit Shares). A qualified purchaser representative must be independent of the issuer of the securities under consideration (the issuers of the Unit Shares). Such qualified purchaser representative may be an investment advisor, an accountant, a lawyer or other person who provides consultation services to his client. On a case-by-case basis, the Trustee acting as a result of action of the Trustee and the Grantor will consider reimbursing a Unit investor for the reasonable fees which the Unit investor pays to his qualified purchaser representative in connection with a purchase of Units. The payment of the reasonable fees of a qualified purchaser representative is believed by the Trustee and the Grantor to be a permissible act under the provisions of Regulation D as promulgated under the Act and as is described below.

The Minimum Requirement

As indicated on the cover pages of this Statement and elsewhere herein, the Trust, by action of the Grantor, has established a Minimum Requirement in connection with this limited and private offering of Units. Such Minimum Requirement provides that the Trust must accumulate in the special escrow account established under the escrow arrangements described below subscription proceeds from five Units in the amount of $250,000 or more on or before midnight, November 1, 2000. Such date may be extended at the sole option of the Grantor and the Trustee for an additional maximum 90 days from November 1, 2000.

In the event that the Minimum Requirement is not successfully attained on or before midnight November 1, 2000, or on any extended date, all proceeds then held in the escrow account will be returned to the subscribers without diminution and without interest unless the Grantor of the Trust determines otherwise. If the Minimum Requirement is successfully attained, the $250,000 then on deposit in the escrow account and under the control of the escrow agent (or such amount in excess of $250,000) will be disbursed to the Trust. Thereafter, proceeds resulting from Unit subscriptions will be paid directly to the Trust and will be accumulated and disbursed from time to time during the course of the Unit offering to the Grantor, Guy S. Della Penna or his assignees. See "UNIT PROCEEDS UTILIZATION". Upon attainment of the Minimum Requirement, the fees due to FAS Wealth and any other Qualified Person will be paid. Thereafter, as the Unit offering continues until conclusion, such placement fees owing to FAS Wealth and other Qualified Persons, if any, most likely will be paid on a weekly basis. In all events, the Grantor will pay the fees of the Escrow Agent.

In order to facilitate the Minimum Requirement terms, the Trust and FAS Wealth have entered into an Escrow Agreement with SouthTrust Bank, N.A., Sarasota, Florida (the "Escrow Agent"). Under the provisions of the Escrow Agreement, FAS Wealth or the Trust, as the case may be, will promptly transmit all subscriptions and subscription proceeds received from suitable and Accredited Investors to the control of the Escrow Agent for deposit in the escrow account. Upon receipt of such subscription funds, the Escrow Agent will accumulate same and invest and reinvest such funds in investment media assuring the safety and integrity of the invested principal. All amounts earned as a result of such investment activities will be utilized (a) to provide for the fees of the Escrow Agent and (b) to defer the expenses incurred by the Trust in connection with this limited and private offering. Interested investors may examine a copy of the Escrow Agreement upon request to William T. Kirtley, P.A., Attention: Catherine J. Scott, 2940 South Tamiami Trail, Sarasota, Florida 34239.

If the Trust successfully attains the Minimum Requirement, the limited and private offering of Units will continue without utilization of the Escrow Agreement and the escrow account and all Unit proceeds will be directed to the Trust in gross by FAS Wealth and placement fees and expense reimbursements will be paid from such funds as received as indicated earlier in this Statement section. The offering of Units subsequent to the successful attainment of the Minimum Requirement will continue until the earlier of (i) the sale of all 70 Units, (ii) the termination of the offering prior to the completion thereof; or (iii) January 31, 2001 unless extended for a maximum 90 day period by action of the Grantor in conjunction with the Trustee of the Trust.

Nature of the Offering

The Trust has not registered the Units and the Unit Shares being privately offered hereby pursuant to the provisions of the Act, as amended, FIPA or any other state securities statute in reliance upon exemptions from registration under the Act, FIPA and other state

securities statutes. The Unit Shares in the hands of the holders thereof will constitute Restricted Securities. See "RISK FACTORS AND OTHER CONSIDERATIONS".

Section 4(2) of the Act exempts from the registration requirements of the Act transactions by an issuer (such as the Trust) not involving any public offering. Regulation D promulgated by the United States Securities and Exchange Commission pursuant to its authority under the Act provides within the rules contained therein specific requirements which may be met by issuers engaged in the offer and sale of unregistered securities claimed exempt from the registration requirements of the Act. Compliance with such rules by an issuer of unregistered securities represents a regulatory "safe harbor" for such issuers.

In summary, Regulation D and Rule 506 thereunder (the Rule considered applicable to the Unit offering) permit the unregistered offer and sale of an issuer's securities if the following requirements of the Regulation and the Rule are met:

(i) Rule 506, as contained in Regulation D, does not impose any limitation on the amount of proceeds which may be realized by an issuer who conducts an offering in reliance upon the exemption provided by Regulation D and Rule 506. However, unlike the other rules contained in Regulation D, Rule 506 requires that each purchaser who is not an Accredited Investor, either alone or with his Purchaser Representative must have such knowledge and experience in financial and business matters permitting such purchaser to appropriately evaluate the merits and risks of the prospective investment represented by the offered security. Such non-Accredited Investors must have such characteristics in the reasonable belief of the issuer of the security immediately prior to the occurrence of a sale of such security.

(ii) Regulation D and Rule 506 require the issuer of the securities claimed exempt from the registration requirements of the Act to provide to prospective investors, during the course of the offering and prior to the sale of its securities, the same kind and quality of information as would be required of the issuer and furnished to prospective investors if the securities being offered were registered under the Act, thereby affording to prospective investors accurate and complete disclosure of material information concerning the issuer, the securities being offered and all other material matters. The Regulation prescribes different disclosure formats for securities offerings claimed exempt under the Regulation for securities involving anticipated gross proceeds of up to $2 million, $2 million or more, and over $7.5 million. With respect to the information providing requirements, the Trust is furnishing to all interested investors this Statement and certain compilation financial statements of the issuers of the Unit Shares. Regulation D requires in Rule 502 thereof that with respect to offerings involving proceeds of up to and including $7.5 million, that the issuer of such securities being offered in accordance with the Regulation provide financial statement information in compliance with Form SB-2. Form SB-2 is the form of Registration Statement relating to public offerings conducted by issuers defined as "small business issuers". Included with this Statement

are audited and compilation financial statements of the issuers of the Unit Shares. To the extent that the included financial statements of the Unit Share issuers are unaudited, such financial statements may not meet the financial statement requirements of Form SB-2 and related instructions thereto. The Grantor of the Trust believes, however, that to require issuers not providing audited financial statements to the holders of its outstanding common stock, which will include the holders of Unit Shares, would be unduly burdensome and expensive and that the audited financial statements would not reflect information materially different from that reflected in compilation financial statements. See, however, "RISK FACTORS AND OTHER CONSIDERATIONS" and "FINANCIAL INFORMATION".

(iii) At the conclusion of the offering of its securities under Regulation D and Rule 506, the issuer (the Trust and the Grantor as co-issuer) must reasonably believe that there are no more than 35 purchasers of its securities. Excluded from such 35 purchaser calculation are "Accredited Investors" as such term is defined in Regulation D, which definition includes but is not limited to (a) certain financial institutions, (b) certain employee benefit plans, (c) persons affiliated with the issuer, (d) investors meeting certain net worth and/or purchase requirements, (e) persons meeting specified current and anticipated income requirements, and (f) purchasing entities comprised solely of Accredited Investors. See "INVESTOR SUITABILITY STANDARDS" and the Unit Subscription Agreement included with this Statement, which includes a description of certain Accredited Investor categories.

(iv) The securities being offered by any issuer in reliance upon Regulation D and Rule 506 must not be offered by means of any general solicitation or advertising. In connection with the prohibition against general solicitation and advertising, as imposed by Regulation D and Rule 506, the Grantor and the Trustee will carefully monitor the information providing activities as a result of the assistance to be rendered by FAS Wealth as Placement Agent. In such regard, the associated persons of FAS Wealth will be instructed that they may only discuss this limited and private offering of Units with clients with whom such associated persons have an existing relationship, which relationship has existed over previous times. Associated persons of FAS Wealth will not be permitted to solicit in a general way interested investors who are not existing clients of such associated persons except on a very limited basis and in a fashion which will not constitute acts of general solicitation. Determinations of the conduct of the associated persons of FAS Wealth with respect to such activity will be made exclusively by the Grantor, acting with the Trustee of the Trust.

(v) The purchasers of the issuer's securities must purchase for their own account, for investment purposes and not with a view to any resale in connection with any distribution of the security purchased. Such securities may not be resold by the purchasers thereof unless registered under the Act or an exemption from registration is then available under the Act with respect to such resale. See the information

presented below in this Statement section with respect to Mr. Della Penna's status as co-issuer of the Units. A legend indicating the restrictions on any subsequent resale or transfer of the issuer's securities must be affixed on the certificate issued evidencing ownership of the issuer's securities. See the information provided below with respect to "Restricted Securities" and "RISK FACTORS AND OTHER CONSIDERATIONS".

(vi) Regulation D contemplates that the issuer of the securities claimed exempt from registration pursuant to the Regulation will comply with certain notice requirements with the United States Securities and Exchange Commission, although the failure to provide such notice does not cause the issuer to lose the claimed exemption. The Trust has or will comply with such notice provisions of Regulation D.

FIPA is the statute applicable and governing the public or private offering of securities in Florida. Unless an exemption from registration is available under the provisions of FIPA, securities offered in Florida must be registered. However, FIPA exempts from registration offers and sales of securities by an issuer if (a) there are no more than 35 purchasers of the issuer's securities within any consecutive 12 month period (excluding purchasers who acquire $100,000 or more of the issuer's securities or who are defined by FIPA as "Accredited Investors"), (b) such securities are not sold by means of any general advertising or solicitation conducted in Florida, (c) each purchaser of the issuer's securities, prior to the sale of the issuer's securities, is provided with or given access to full and fair disclosure of all material information concerning the issuer, the securities being offered and other matters, (d) commissions paid on account of the sale of the issuer's securities in Florida are only paid to persons registered as securities dealers under FIPA or are otherwise qualified to receive commissions with respect to sales made in Florida, and (e) purchasers of the issuer's securities are afforded a three-day right to rescind the investment transaction and receive a return of their entire investment amount. See the concluding paragraph of this Statement section for further information concerning such right of rescission and the Unit Subscription Agreement included as Exhibit A to this Statement. The three day right of rescission afforded by FIPA may have been eliminated by virtue of the provisions of the National Securities Markets Improvement Act of 1996 which is discussed below in this Statement section. Uncertainty exists with respect to this matter, however, and the Trust will continue to honor such three day right of rescission provision of FIPA.

Other states in which the Units described herein may be offered and sold have securities statutes affording analogous exemptions from registration. If Units are offered and sold to suitable or Accredited Investors in states in addition to Florida, this Statement will be supplemented as necessary to provide information concerning any conditions of such offer or sale in states other than Florida.

As indicated in the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS", the Units and the Unit Shares being privately offered by this

Statement to suitable and Accredited Investors constitute Restricted Securities, as such term is defined under the Act. As such, the Unit Shares must be held for a period of two years before such Unit Shares can be sold into any market which may come into existence with respect to the Unit Shares. The creation of a market for the Unit Shares is not anticipated unless the issuers thereof conduct public offerings relating to the Unit Shares during the future time or one or more of the issuers of the Unit Shares becomes publicly held as a result of a business combination transaction. The Grantor of the Trust is not in receipt of information that indicates that any of the issuers of the Unit Shares intend to become publicly held in the near future time, with the possible exception of FAS, which anticipates filing a Registration Statement under the act in order to register the Shares issued to the shareholders of Executive Wealth Management Services, Inc. in the business combination involving Executive Wealth Management Services, Inc. with FAS Wealth. No assurance can be given, however, that such Registration Statement will be filed, or if filed, will become effective under the Act, or that a market for the FAS common stock will ever develop. Additionally, with respect to the other issuers of the Unit Shares, if any of such issuers become publicly held, no assurance can be given that any public market for the shares of common stock of such other issuers will develop and be sustained. In the event that FAS and/or any other of the issuers of the Unit Shares become publicly held, the holding period for the Unit Shares most likely will be reduced from two years to one year. The acquisition, holding period and disposition of securities which are Restricted Securities is, in large part, governed by Commission Rule 144. The holding period is calculated from that date when the entire consideration for the Restricted Securities purchased is paid. With respect to this limited and private offering of the Units and the Unit Shares, such holding period will commence on the date of acceptance by the Trust of a subscription to Units. Persons purchasing Units under the auspices of this Statement may, however, negotiate private Unit sale - purchase transactions with suitable and Accredited Investors desiring to acquire Units, but any such transactions are subject to the receipt by the Unit Share issuers of a favorable opinion of such issuer's legal counsel to the effect that the proposed transaction is not in violation of applicable Federal or state securities laws and that an exemptive provision is available under such laws to the transaction.

This Statement may only be delivered to those persons named on each numbered copy of this Statement so delivered, and in states where exemptions from registration with respect to the offer and sale of the Units are believed to be available. An offer of the Units and the Unit Shares contained therein may not be made by any procedure except delivery of this Statement to the designated offeree.

Persons not vested with knowledge and experience with respect to financial and business matters sufficient to allow them to evaluate the merits and risks of an investment in the Unit Shares should not purchase Units, or should only effect a purchase of Units upon utilization of a qualified purchaser representative. As indicated earlier in this Statement, such purchaser representative must be independent of the Trust, the Trustee and the Grantor and affiliates thereof.

Modifying Legislation

Certain amendments have been made to the Act by the National Securities Markets Improvement Act of 1996 ("NSMIA") which became effective on October 11, 1996. NSMIA reallocates regulatory responsibility relating to securities offerings between the Federal and state governments based on the nature of the security or the offering. Among other things, NSMIA introduces the concept of a "covered security". Section 18 of the Act, as now amended by NSMIA, defines a "covered security" to include a security which is issued under the provisions of Section 4(2) of the Act and rules and regulations promulgated by the Commission under such section. Rules and regulations promulgated by the Commission under such section include Rule 506 of Regulation D. Rule 506 provides the exemption from registration under the Act which is being relied upon by the Trust and the issuers of the Unit Shares with respect to this limited and private offering. Accordingly, the Trust has been advised that the Units being privately offered hereby constitute "covered securities" as defined by the Act as amended by NSMIA. The Trust, accordingly, believes that the various states in which the Units may be privately offered and sold have no authority to impose any conditions with respect to the utilization of this Statement and the contents thereof. The preparation and utilization of this Statement has been duly authorized by the Grantor and the Trust. The provisions of NSMIA have been recognized by most states, including Florida. NSMIA does not preclude the states from imposing notice filing requirements with respect to a limited and private offering being conducted under Rule 506 or the authority of any state to collect a fee which is incidental to such notice filing. The Trust will comply with all applicable notice filing and fee payment requirements imposed by any state, including the state of Florida. NSMIA does not abrogate the right of any state to institute regulatory or other action with respect to possible violations of the antifraud provisions of the securities laws of any state.

The Grantor of the Trust believes that the method, nature and circumstances attendant to this Unit offering will allow the Trust, and persons acting on its behalf, to reasonably rely upon the exemptions from registration afforded by Section 4(2) of the Act and Regulation D thereunder, as well as the analogous exemptions afforded by FIPA and the securities laws of states in which offers and sales of the Units may be effected.

Grantor as Co-Issuer. The Grantor and the beneficiary of the Trust is Guy S. Della Penna, who, with family trusts, was the record and beneficial holder of the Unit Shares delivered to the Trust and "bundled" in the Units. As a result, Mr. Della Penna may be deemed a sponsor of the Trust and a co-issuer of the Units. Mr. Della Penna may not be viewed as the issuer of the Unit Shares. Regulation D, the exemption from the registration requirements of the Act discussed above in this Statement section, provides an exemption from registration only to an issuer of securities. However, Mr. Della Penna has been advised that his status of co-issuer and sponsor of the Trust and the limited and private offering of its Units will constitute a transaction exempt from the registration requirements of the Act by reason of the hybrid transactional exemption sometimes referred to as the "Section 4(1 1/2) exemption" under the Act which combines the features and requirements

of Section 4(1) and 4(2) of the Act. The validity and availability of such hybrid exemption has, on the basis of information provided to Mr. Della Penna, been recognized by the Commission in various pronouncements and publications of the Commission, including Release No. 33-6188 (footnote 178 thereof), in which footnote the staff of the Commission observed that the "Section 4(1 1/2) exemption" is a hybrid exemption not specifically provided for in the Act but "clearly within its intended purpose". This position of the staff of the Commission has been recognized in certain Federal case decisions. The conditions imposed by this co-called hybrid exemption require that the offer and conduct by Mr. Della Penna generally follow the limited character required by Regulation D. Mr. Della Penna, in his position as co-issuer, intends to take all necessary steps to assure that his offering activity with respect to the Units and the Unit Shares occurs within such limited circumstances. Mr. Della Penna has received an opinion of legal counsel as to the availability of such hybrid exemption.

PERSONS PURCHASING THE UNITS AND THE UNIT SHARES DESCRIBED IN THIS STATEMENT IN A TRANSACTION CONSUMMATED WITHIN THE STATE OF FLORIDA MAY EFFECT A RESCISSION OF THE TRANSACTION WITHIN THREE (3) DAYS FROM THE TIME THAT PAYMENT FOR THE UNITS IS MADE TO THE TRUST OR FROM THE DATE OF THEIR RECEIPT OF THIS STATEMENT, WHICHEVER IS LATER. UPON THE EVENT OF SUCH RESCISSION, ALL SUBSCRIPTION PROCEEDS DELIVERED SHALL BE RETURNED WITHOUT DEDUCTION OR INTEREST TO THE SUBSCRIBER. ANY SUCH RESCISSION SHOULD BE EFFECTED BY A WRITTEN COMMUNICATION TO THE TRUST, CARE OF THE TRUSTEE, WILLIAM T. KIRTLEY, P.A., 2940 SOUTH TAMIAMI TRAIL, SARASOTA, FLORIDA 34239, ATTENTION: WILLIAM T. KIRTLEY, ESQ.

INFORMATION CONCERNING THE BUSINESS OF THE ISSUERS

Introductory Statement

As indicated in the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS", the Grantor of the Trust, Guy S. Della Penna, has followed certain procedures and utilized certain documents with respect to the information concerning the issuers of the Unit Shares, the Unit Shares and other matters as is presented in this Statement. Also as indicated, Mr. Della Penna, by reason of his positions with FAS and FAS Wealth, is uniquely positioned to obtain information with respect to those entities. A principal source of information utilized in this Statement, as obtained by Mr. Della Penna for inclusion herein, has been the offering documents utilized by the Unit Share issuers in connection with limited and private offerings of the Unit Shares and other securities conducted by the issuers during the recent past. Additionally, Mr. Della Penna has utilized various informational documents provided by the Unit Shares issuers to the holders of the outstanding common stock of such issuers. Financial statements of the issuers of the Unit

Shares have also been utilized. Certain of such financial statements are included in this Statement under the Statement section captioned "FINANCIAL INFORMATION".

With respect to 2 Share, the Grantor has assembled significant information from the Private Offering Memorandum relating to the private and limited offering of the common stock of 2 Share dated October 15, 1999, as such Private Offering Memorandum has been supplemented.

The information included in this Statement with respect to FAS is information largely possessed by Mr. Della Penna by reason of the positions held with FAS and FAS Wealth. Additionally, however, Mr. Della Penna has utilized the Confidential Private Placement Memorandum of FAS relating to the private and limited offer of 750,000 units consisting of common stock and redeemable common stock purchase warrants of FAS, which Private Offering Memorandum is dated August 19, 1998.

With respect to HomeVestors, the Grantor has used in part as an informational source the Confidential Private Placement Memorandum of HomeVestors relating to its private and limited offer of 750,000 units consisting of common stock and common stock purchase warrants, which Memorandum is dated November 1, 1998. With regard to such private placement of HomeVestors, FAS Wealth acted as the placement agent. Also utilized by the Grantor as a source of information with respect to HomeVestors is the Franchise Offering Circular of HomeVestors bearing an effective date of March 25, 2000, which is required to be delivered by HomeVestors in connection with its franchise offering activities. For information concerning the regulation of such franchise offering activities of HomeVestors, see "RISK FACTORS AND OTHER CONSIDERATIONS".

With respect to StockDr., the Grantor has utilized the Private Placement Memorandum of StockDr. dated February 1, 1999 which related to the private and limited offering of 1,000,000 shares of common stock of StockDr. and 500,000 non-detachable rights. Additionally, the management of StockDr., as is the case with the other issuers of the Unit Shares, has provided current information to the Grantor with respect to securities outstanding, present management and financial statement information.

2 Share

Background. 2 Share was organized under the Florida Business Corporation Act in September 1999 to commercially develop and operate several e-commerce web sites which presently include Buy2Share.com and Bid2Share.com. 2 Share conducts its business directly and through the facilities of three wholly-owned subsidiaries, Buy2Share.com, Inc.; Bid2Share.com, Inc.; and House&HomeEssentials.com, Inc. The promoters of 2 Share, as that term is defined in the Act, are J. Scott Fulton and Joseph M. Greenfield. See "INFORMATION CONCERNING ISSUER MANAGEMENT". The Grantor of the Trust, Guy S. Della Penna, by virtue of a family trust, owns beneficially 2,500,000 shares of the outstanding common stock of 2 Share.

Business Conducted. The conceptual base for the business of 2 Share has been derived from a study of the internet conducted by Messrs. Fulton and Greenfield, which had a specific emphasis on e-commerce based companies. One of the observations made from such study was that many new e-commerce business entities expended substantial sums of capital attempting to "brand" the entity and their websites with the general public. Such efforts were most usually unsuccessful leading Messrs. Fulton and Greenfield to develop what they believe to be a key element of the e-commerce business plan, which is being utilized by 2 Share. Key to the business plan concept of 2 Share is the utilization of e-commerce as a fund raising instrument for profit and not-for-profit entities whereby the general public can effect the purchase of goods at the 2 Share web sites and direct a portion of the purchase price to a designated for profit or not-for-profit entity which is engaged in some type of fund raising activity. 2 Share has used the services of consultants in connection with the development of its web sites.

Since its formation and capitalization as a result of the conduct of the private placement described above, 2 Share has offered its e-commerce fund raising facilities to various for profit and not-for-profit organizations. With respect to a charitable or other not-for-profit organization (such as an alumni association), 2 Share through its web site and e-commerce activities offers a continuous method of fund raising. In that regard, a visitor to the web site of the charitable organization may access the e-commerce web sites of 2 Share by clicking on a button which indicates "shopping" and the organization home page web site visitor will be immediately linked to the web sites of 2 Share and will receive an audio voice introduction descriptive of the shopping service available through 2 Share (lasting approximately 30 seconds). If the visitor linking to the 2 Share e-commerce web sites purchases an available product, a pre-determined percentage of the gross profit of the product sale made, typically ranging between 10 to 25% of the sales price of the product is directed to the charitable organization. It should be noted that such purchase price allocation to the charitable organization is not tax deductible as a charitable contribution. This e-commerce shopping service linking to charitable organization web sites is available 365 days of the year and 24 hours a day.

In profit applications, the e-commerce web sites of 2 Share may be utilized by a business entity as a benefit to its employees who receive product purchase discounts when they purchase a product offered by 2 Share's web sites or such discount could be shared by the for profit entity and its employees. This application also permits a for profit entity to direct a portion of product sales to a not-for-profit organization in order to provide long or short term support to such organization. It is believed by 2 Share that this procedure allows for profit entities to develop initial and continuing good will with customers' employees and the general public.

2 Share markets its e-commerce fund raising support capabilities by means of contacting the organizations as opposed to more traditional means of advertising which has been utilized to a great extent by other e-commerce businesses.

At the end of May 2000, 2 Share had established or was establishing fund raising internet programs for not-for-profit organizations such as the Walter Payton Cancer Fund (Chicago, Illinois); Easter Seals/Marc Southwest Florida (Sarasota, Florida); Feed My People (St. Louis, Missouri); Faith and Love Christian Center (Los Angeles, California); Friends of New Hope Manor (Barryville, New York); Green Bay Christian School (Green Bay, Wisconsin); and SPCA of Texas (Dallas, Texas).

2 Share has also provided fund raising support through its auction website Bid2Share.com and has served clients such as the John and Mabel Ringling Museum of Art (Sarasota, Florida) and Catholic.com, Inc. 2 Share also assisted the Florida Wine Fest and Auction and Cardinal Mooney High School, Sarasota, Florida.

2 Share is also in the process of developing specialty web sites that are directed to particular audiences. The first of such specialty web sites is www.ourladiesgarden.com which specializes in Catholic related religious items.

Competition. The management of 2 Share is aware of approximately eight to 12 additional web sites which are presently or are anticipated to conduct e-commerce activities in a manner that is substantially the same as that utilized by 2 Share. Based upon information believed reliable by 2 Share management, all of such approximate eight to 12 web sites are presently operational. Such web sites include Charityweb.net, Greatergood.com, Shoptogive.com, Webcharity.com, 4charity.com, Igive.com, Shopforchange.com and publicspirit.com. 2 Share management believes that it is effectively meeting such competition but no absolute assurance can be given that such will be the case at all times.

FAS Group, Inc.

Background. FAS is a Delaware corporation organized in June 1998 to serve as an acquisition and business combination corporate vehicle with respect to the business combination which occurred between Executive and FAS Wealth. FAS Wealth is a wholly-owned subsidiary of FAS and Executive has now been merged with and into FAS Wealth. Executive for the past approximate four years conducted an investment banking business which involved investment banking activities and a full service retail brokerage business presently operating from a network of 13 offices located in Florida, California, New York and elsewhere. Executive had been in business and had been registered as a securities broker-dealer since 1981 and was acquired by the Grantor of the Trust, Guy S. Della Penna, in March, 1990. The business strategy of Executive and now FAS Wealth is to offer various investment products and related services to professional business persons and high net worth individuals who may be members of affinity groups. Affinity groups include such professionals as medical doctors and persons practicing other professions or conducting common business activities. Executive had become publicly held by virtue of a public offering of its common stock which was conducted in 1992 and as a result, FAS now has approximately 200 record holders of its outstanding common stock. FAS, through FAS

Wealth, continues to conduct the investment banking activities and retail brokerage services conducted by Executive. FAS Wealth is a Federal covered investment advisor. The principal office of FAS and FAS Wealth is located in Sarasota, Florida and Guy S. Della Penna, the Grantor and beneficiary of the Trust, serves as a director, President and Chief Executive Officer of FAS and FAS Wealth. Voting control of FAS is vested in Mr. Della Penna and family trusts controlled by him and such will continue to be the case subsequent to the completion of this Unit offering it its entirety.

In 1998 FAS and FAS Wealth completed the bulk and mass transfer approved by the NASD of certain assets then owned by a securities broker-dealer known as Biltmore Securities, Inc. ("Biltmore"). Under the acquisition arrangements which were carefully monitored by the National Association of Securities Dealers, Inc., which viewed Biltmore as a "problem" broker-dealer, FAS Wealth acquired the furniture and fixtures of Biltmore a clearing deposit and re-registered as associated persons of FAS Wealth approximately 53 registered representatives previously registered with Biltmore. Of such 53 registered representatives, 17 of such registered representatives have been affiliated with Biltmore for the last approximate 36 months. Biltmore's principal office was located in Fort Lauderdale, Florida and such office is now part of the FAS Wealth office system in a different Fort Lauderdale, Florida, which new location is staffed with new affiliated registered representatives. As of the date of this Statement and as a result of the acquisition transaction with Biltmore, FAS Wealth now has 100 registered representatives conducting business in approximately 47 states.

In the opinion of Mr. Della Penna, the acquisition transaction with Biltmore has caused FAS Wealth to become involved in certain items of arbitration and litigation which are summarized in the Statement section captioned "MATERIAL LITIGATION".

The business combination between FAS, FAS Wealth and Executive ultimately resulted in FAS's being privately held, even though Executive had been publicly held by virtue of the public offering earlier described. FAS anticipates filing a registration statement with the Commission in the latter part of 2000 or the early party of 2001 for the purpose of registering the shares of common stock of FAS presently outstanding and in the hands of the approximate 200 record holders of Executive thereby permitting the resale thereof in any market that comes into being for the shares of common stock of FAS.

At the time of the business combination transaction between FAS, FAS Wealth and Executive, the Chief Executive Officer of FAS and FAS Wealth was Jack Alexander, who resides in Poway, California. Mr. Alexander is no longer active in FAS or FAS Wealth and his interest in FAS has been purchased by FAS.

Competition. FAS and FAS Wealth encounter intense competition in the investment banking and retail brokerage and financial service industry. Such competition is encountered from large securities broker-dealers who are members of the principal securities exchanges such as the New York Stock Exchange and American Stock Exchange, securities

subsidiaries of major commercial banks, bank holding companies and smaller specialized firms operating on a regional, state or local geographic basis. Many of these competing entities have capital and managerial resources substantially in excess of those that are presently available to FAS and FAS Wealth and such will continue to be the case.

Regulation. FAS and FAS Wealth are subject to extensive and comprehensive regulation under Federal and state laws. FAS management believes that the securities industry is one of the most regulated business activities in the United States. The principal regulatory authority carrying out such regulatory scheme is the United States Securities and Exchange Commission. The principal thrust of the regulation exercised by the Commission is to assure that securities broker-dealers such as FAS Wealth, have initially and on a continuing basis, adequate financial resources and capital liquidity. This is sometimes referred to as the "net capital rule". Mr. Della Penna, as the principal executive officer of FAS and FAS Wealth, believes that Executive and FAS Wealth have been in continuous compliance with respect to the Commission's net capital rules.

FAS and FAS Wealth are also subject to comprehensive regulation exercised by NASD Regulation, Inc. (the "NASD"). This regulation is intended to assure that FAS and FAS Wealth follow the high standards of commercial honor conduct which are set forth in the rules and regulations of the NASD. Regulation as to net capital and broker-dealer compliance with respect to the best interests of its customers is also carried out by the several states, including Florida.

Violations of such regulatory or rule provisions may subject FAS Wealth and its control persons, including Mr. Della Penna, to civil actions brought in various courts or under arbitration proceedings obtaining from the NASD or other organizations, such as the New York Stock Exchange and the American Arbitration Association.

HomeVestors

Background. HomeVestors is a Delaware corporation incorporated in March 1996 and has its principal business address in Dallas, Texas. The predecessor of HomeVestors, HomeVestors, Inc., was organized in 1989 by the promoter of HomeVestors, Kenneth D'Angelo. Mr. D'Angelo presently serves as a member of the Board of Directors of HomeVestors and as Chairman and Chief Executive Officer. The President of HomeVestors is Dain R. Zinn. See "INFORMATION CONCERNING ISSUER MANAGEMENT".

Business Conducted. The primary activity of HomeVestors has been and is to buy residential properties at a discount from the market value thereof and to rehabilitate the acquired property as needed with a view to selling the property at a higher price, equal or in excess of the fair market value thereof in the retail residential property market. HomeVestors, by virtue of its operations, affords a residential property owner an opportunity to sell a residential property in an "as is" condition, thereby eliminating any

requirement that the property owner invest in needed repairs and improvements in order to bring the property to marketable status. HomeVestors also offers a "credit injured" finance program to the purchasers of its residential properties. The financing program also is viewed as a considerable assistance to property owners.

HomeVestors largely conducts its business through a network of franchisees who have been granted franchise arrangements by HomeVestors. HomeVestors' franchisees engage in the activity of buying, rehabilitating and selling primarily residential properties and the furnishing of certain finance services to primarily residential property sellers and buyers. HomeVestors and its franchisees also engage in such activities with respect to commercial property, but on a more limited scale.

In connection with its franchising activities, HomeVestors provides each new franchise operator a training program which lasts approximately one week and which is conducted at HomeVestors' headquarters in Dallas, Texas. The training includes education in advertising, buying houses, the carrying out of repairs, office management and the use of a software program which is proprietary to HomeVestors and which assists the franchisee in the evaluation of the market value of a residential property and in the determination of the costs to be incurred with respect to necessary property rehabilitation. Once the franchisee has commenced and is conducting this franchise business in the field, he is assisted by periodic visits from HomeVestor personnel. The use of computers and the facilities of the internet, including e-mail, is a substantial factor in the conduct of HomeVestors' business and that of its franchisees. HomeVestors provides support to its franchisees as a result of the development and carrying out of various marketing and promotional programs. Such advertising and promotional programs include television advertisements and billboards. As of the date of this Statement, HomeVestors has 35 franchisees.

HomeVestors offers its franchise arrangements primarily through a franchise offering circular which is required by Federal law administered by the Federal Trade Commission, an agency of the Federal government. The effective date of the current franchise offering circular is March 25, 2000. A franchisee of HomeVestors must pay an initial franchise fee of $35,000 or $25,000, depending upon the size of the franchised market. A small market is usually a market which is a territory which includes a population less than 200,000 persons and which is at least 25 miles from what is characterized as a top 100 Designated Market Area. The franchise fee may be paid in installments with credit being extended by HomeVestors to qualified franchisees. The franchisee must also pay other fees which are in addition to the franchise fee and which include a transaction fee of $775 for each real property purchased by a franchisee during the first 24 months from the opening of the franchise business and $675 per real property purchase on and after the elapse of 24 months of franchise operations. An assignment fee of $387 reducing to $168 is also charged and relates to each time a real property is "flipped" by the franchisee. The franchise arrangements also impose a monthly fee of $300 per month which is reduced to $200 per month for small markets. Additionally, a local or regional marketing and advertising

cooperative fee in the maximum amount of $2,500 per month may also be imposed on the franchisee.

A key factor in the success of HomeVestors and its franchisees is an adequate supply of residential properties that can be purchased at below market prices. HomeVestors believes that people who sell residential properties at a substantial discount from the fair market value thereof must have a motivation to do so and have enough equity in their subject property in order to sustain a lower purchase price. HomeVestors believes that such property owners are usually persons who have inherited a residential property that needs repairs, owners of rental properties in poor condition, owners of rental properties that desire to eliminate property management responsibilities and sellers that are financially motivated to sell at a discount because of certain immediate financial needs such as divorce or medical problems. In order to assist its franchisees, HomeVestors assembles statistical data for each of the territories in which its franchisees operates which is intended to predict the available supply of qualified properties. Such statistical data is continually updated by HomeVestors.

Regulation. The business activities of Homevestors and those of its franchisees is subject to comprehensive governmental regulation.

Persons participating in buy-sell transactions involving residential or commercial real estate most likely are required to be licensed pursuant to various state statutes to which the franchisees of HomeVestors are subject. Some of these statutes distinguish between a licensed real estate agent and a licensed real estate broker, an agent being only permitted to operate under the control and supervision of a broker. HomeVestors believes that its own personnel and its franchisees and franchisee personnel are presently in substantial compliance with the body of law and regulations relating to real estate agents and brokers. In sale-purchase transactions involving residential real estate, HomeVestors and its franchisees must also comply with various disclosure obligations imposed which relate to information which must be disclosed to the seller and buyer in a transaction at the time of the sale-purchase consummation. In its lending activities, HomeVestors and its franchisees are also subject to the regulatory framework commonly referred to as Trust in Lending which relates to the disclosure to a borrower of the costs of the financing initially and over the term of such financing.

Substantial regulation of HomeVestors' franchising activities is also exercised by the Federal Trade Commission. HomeVestors may only offer its franchise program to prospective franchisees pursuant to the franchise offering circular described above. Such franchise offering circular must contain prescribed information concerning the franchise business program, the management of the franchisor (HomeVestors), detailed information as to what support the franchisee will receive from the franchisor and what the obligations of the franchisee are to the franchisor from a financial and operational standpoint.

Competition. HomeVestors is unaware of any other business entity offering a franchise program the same or similar to that of HomeVestors.

HomeVestors and its franchisees, however, are engaged in a general way in the real estate business, which is an intensely competitive industry. In that regard, HomeVestors and its franchisees compete on a continuous basis with other real estate service providers operating in the area of HomeVestors franchisees. Many of such real estate service providers have financial and management resources substantially in excess of those available to HomeVestors or which may become available to HomeVestors during any future time.

StockDr.

Background and Business Conducted. StockDr. is a Florida corporation formed in November 1998 and is presently in operational status. StockDr. was organized and capitalized in order to promote websites and market a radio program known as "Talking About Your Investments". The proprietary website of StockDr. provides investment advice for a fee. As more fully described below, StockDr. is a federal covered investment advisor with approximately $150 million under management. StockDr. utilizes the transactional services of Charles Schwab & Company, Inc. with respect to securities purchase and sale transactions. StockDr. is not registered as an investment company under the Investment Company Act of 1940.

StockDr. receives revenues from two principal sources, the first being a monthly charge for access to its proprietary website. The second source of revenues of StockDr. results from the sale of advertising on the proprietary website which is visited by the paid subscribers.

A contractual arrangement exists between StockDr. and Wealth Management Financial Group, Inc. ("Wealth Management"). Wealth Management provides all of the research services necessary to operate the proprietary website. Wealth Management is also a federal covered registered investment advisor and has approximately $50 million under management. The executive officers of Wealth Management include Michael S. Gold and Lee A. Siler who also serve as Chief Executive Officer and President, respectively, of StockDr.

The radio program of StockDr., "Talking About Your Investments with MG and the Stock Doctor" is aired Monday through Friday noon to 1:00 P.M. on radio stations WWNZ - 740 am - Orlando; WHNZ - 1250 am - Tampa; WJGR - 1320 am - Jacksonville; WDCF - 1350 am - Dade City; WWPR - 1490 am - Bradenton; WIPC - 1280 am - Lake Wales; QAM - 770 am - Fort Myers; and WAXY - 790 am - Miami-Keys-Naples. The program is also periodically broadcast in the Miami-Fort Lauderdale, Florida area. The radio program is also broadcast over the internet.

Regulation. As indicated, StockDr. is a federal covered registered investment advisor under the Investment Advisors Act of 1940. Recent changes in such statute provided that investment advisors having more than a specified number of clients or assets under management would be exclusively registered under the Investment Advisors Act of 1940 and

would no longer be required to register under state law. This is the case with StockDr. As a federal covered registered investment advisor, StockDr. is subject to regulation by the United States Securities and Exchange Commission and must file initial and periodic reports with the Commission. As an investment advisor, StockDr. undertakes initially and has on a continuing basis a fiduciary obligation and duty to its clients. Such duty requires that StockDr. appropriately assess its clients' needs, investment profile, risk tolerance and other factors which are required to be taken into account in determining appropriate investment advice for each of StockDr.'s clients.

By virtue of its utilization of the internet, StockDr. is subject to those risks which may characterize the internet as a publication and information distribution medium. See the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS - Relative to the Issuers of the Unit Shares, Risk Factors Attributable to 2 Share". 2 Share, as earlier indicated in this Statement, also conducts an e-commerce business utilizing the Internet and is also subject to the risks which presently characterize the Internet.

Competition. As a provider of investment advice, StockDr. encounters competition from a number of sources, including other investment advisors, some of which utilize the facilities of the Internet; securities broker-dealers who provide investment advisory services in connection with their investment banking and retail securities business activities; banks and bank trust departments; financial planners; accountants; trust companies; and other persons and entities engaged in a general way in the securities business. Such competition is intense and many of the competitors of StockDr. have resources which are considerably in excess of those resources presently available to StockDr. and Wealth Management. StockDr. believes, however, that it has and is effectively meeting such competition as a result of the unique nature of its service and method of presentation of investment advice. These unique aspects are, in the opinion of StockDr.'s management, also enhanced by the manner in which StockDr. utilizes the Internet and the described radio program. No assurance can be given, however, that StockDr. will be effective in meeting competition during the future time.

INFORMATION CONCERNING ISSUER MANAGEMENT

The business and affairs of each of the Issuers of the Unit Shares are managed by a board of directors as described below. The day-to-day operations of each of the Issuers of Unit Shares are carried out by the executive officers of such Issuers. All of the Issuers generally follow the traditional scheme of corporate governance with the possible exception of 2 Share, which, rather than using an ascending or descending allocation of executive power and responsibility, permits its executive officers to essentially function on an equal basis as a triumvirate in the carrying out of the day-to-day business and affairs of 2 Share, each such executive officer contributing to 2 Share in accordance with their respective abilities and experience. As a result of the utilization of this executive management concept

and practice, the corporate leadership of 2 Share may vary from time to time as among the executive officers identified below.

Set forth below is information concerning the members of the Board of Directors and the executive officers of each of the Issuers of the Unit Shares:

2 Share

The officers and directors of 2 Share are identified below. The term of each director expires in August 2000.

Name and Age of Director	Positions Held with 2 Share
J. Scott Fulton, age 37	Director, President and Chief Executive Officer and Treasurer and Chief Financial Officer
Joseph M. Greenfield, age 52	Director, Vice President, Secretary and General Merchandise Manager and Web Master
Wallace E. Dunlap, age 47	Vice President and Director of Marketing

J. Scott Fulton is a resident of Sarasota, Florida. Prior to joining 2 Share, Mr. Fulton served as Vice President of Finance for The Outlet Mall Network, Inc., which is transaction-based television and Internet e commerce company based in Sarasota, Florida. In such position, Mr. Fulton was involved in all aspects of the business of The Outlet Mall Network, Inc., including day-to-day accounting and finance functions, investor relations and web and e commerce development and implementation. Prior to his association with The Outlet Mall Network, Inc., Mr. Fulton served as Executive Vice President and Chief Operating Officer of Executive Wealth Management Services, Inc., now FAS Wealth, which is the placement agent with respect to this private and limited offering of Units. While associated with FAS Wealth during the period July 1993 through June 1997 Mr. Fulton was responsible for the day to day operations, due diligence procedures, investment banking and commission reporting and compliance. During the period May 1997 to June 1993, Mr. Fulton was an Audit Manager with Kerkering Barberio & Co., P.A., a Sarasota, Florida based firm of independent certified public accountants. While associated with such firm, Mr. Fulton specialized in accounting and reporting functions for publicly held entities. Prior to his association with Kerkering Barberio & Co., P.A., Mr. Fulton was an Audit Manager with Deloitte & Touche, an international public accounting firm. This association existed during the period January 1986 to May 1991 in the Detroit, Michigan office of Deloitte & Touche. While associated with Deloitte & Touche, Mr. Fulton specialized in international public

accounting. Mr. Fulton holds a Bachelor of Science degree in Business Administration from Central Michigan University.

Joseph M. Greenfield is a resident of Sarasota, Florida and has approximately 25 years of experience in retail merchandising. In his business career Mr. Greenfield has been employed by several divisions of the May Department Stores Company including the position of Senior Merchant in the home furnishings division of that company. Mr. Greenfield has also been employed by the British American Tobacco Company, USA, with respect to private label product development and has also held various executive positions with the Federated Department Stores. During the past approximate four years, Mr. Greenfield has assisted in the development of a variety of web sites, including TheOutletMall.com, CraftsPlus.com, WatchUs.com, as well as several private label sites. With respect to TheOutletMall.com, Mr. Greenfield established shipping relationships with name brand product suppliers in the home furnishing products area. For such web site he also established arrangements with approximately 100 web sites and various product manufacturers to exchange products and data bases via on-line links. Mr. Greenfield has also acted as a private business consultant and has provided consulting services to businesses desiring to establish web sites on the Internet. Mr. Greenfield holds a degree in Business Administration from Hofstra University, Hempstead, New York.

Wallace E. Dunlap is a resident of Sarasota, Florida and has approximately 21 years of experience in management, both in the private and government sectors, specializing in marketing, public opinion research and media relations. Mr. Dunlap has served as the Director of Operations for the Mayor of the City of Boston, Massachusetts and held that position for a period of approximately 12 years. Mr. Dunlap has also been employed as the Director of Cable Communications for the City of Boston, Massachusetts and in such position supervised production and programming for the City of Boston's municipal channel and assisted the City with the management of all regulatory issues regarding telecommunications. In 1997 Mr. Dunlap became associated with The Outlet Mall Network as Director of Marketing and Media Affiliate Relationships and in such position coordinated cable television distribution and Internet marketing programs. Mr. Dunlap attended Emerson College, Boston, Massachusetts and in 1993 completed the program for Management Development at the Harvard Business School.

Messrs. Fulton and Greenfield may be considered as the founders and/or promoters of 2 Share as such term is utilized in the Act. The above persons serve in the same or similar capacities with respect to each of the Subsidiaries.

None of the executive officers of 2 Share identified above are employed by 2 Share pursuant to written employment agreements, although written employment agreements may be established in the future. Messrs. Fulton and Greenfield are compensated on the basis of annual salaries of $75,000 payable in monthly or such other installments as may be agreed. Mr. Dunlap is compensated by an annual salary of $50,000, also payable in monthly installments or such installments as may be agreed. The executive officers of 2 Share may

also receive appropriate expense reimbursement and will also participate in various benefits maintained by 2 Share including, without limitation, health insurance benefits. With the exception of appropriate bonus compensation, the compensation amounts reflected in this paragraph for the executive officers of 2 Share are not expected to change by way of an increase unless 2 Share has identified and clearly defined a strategy whereby 2 Share will become publicly held or the holders of its outstanding common stock, including the Unit Shares of 2 Share being privately offered by this Statement, have received or are in a position to receive an appropriate return on their investment in such common stock.

Incentive Share Plan. 2 Share has reserved 500,000 shares of its common stock to be issued to additional executive management or other key personnel yet to be employed by 2 Share. The terms of issuance with respect to such common stock may vary from employee to employee and conditions upon the vesting of absolute ownership of such common stock may also be imposed. The cash consideration to be paid by such unidentified employees is expected to be minimal, however.

Indemnification. Under the provisions of the Articles of Incorporation and the Bylaws of 2 Share, the officers and directors of 2 Share and former officers and directors of 2 Share are entitled to indemnification from 2 Share to the full extent permitted by law, provided that such director or officer seeking indemnification acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of 2 Share or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was not unlawful.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of 2 Share pursuant to the foregoing provisions or otherwise, 2 Share has been advised that in the opinion of the United States Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Transactions with Affiliates. The Florida Business Corporation Act, pursuant to which 2 Share has been formed, contains provisions which require the undertaking and carrying out of certain vote procedures with respect to transactions with persons or entities defined as affiliates of a corporation organized under such Act. As of the date of this Statement, Messrs. Fulton, Greenfield, Dunlap and Della Penna, may be considered affiliates of 2 Share as a result of their service as members of the Board of Directors, executive officers of 2 Share or by virtue of the percentage of 2 Share common stock ownership vested in such persons. FAS, FAS Wealth and its corporate affiliates may also be considered affiliates of 2 Share. The provisions of the Florida Business Corporation Act permit a corporation formed under such statute to elect to be subject to such affiliate transaction provisions or not to be subject to such provisions. 2 Share's Articles of Incorporation do provide for such affiliated transaction provisions. Accordingly, vote procedures relating to transactions with affiliates as provided in the Act will not be required with respect to 2 Share.

The Florida Business Corporation Act also permits corporations formed under such statute to incorporate provisions in their Articles of Incorporation affecting the resulting voting power which may occur or may not occur in control share acquisition transactions. The Articles of Incorporation of 2 Share provide for such provisions.

Shareholdings. The table presented below reflects the percentage of record and beneficial ownership vested in the holders of the outstanding common stock of 2 Share as of the date of this Statement. To the extent that the Units being privately offered by this Statement are sold, the number of shares of 2 Share common stock vested in the Gaeton S. Della Penna Revocable Living Trust dated 6/1/92, as reflected below, will be reduced. The percentage amounts reflected in the table are on the basis of 8,750,000 shares of 2 Share common stock being outstanding. 2 Share has engaged in a limited and private offering of its common stock and may privately sell a maximum of 1,500,000 shares of its common stock. To the extent that 2 Share is successful in completing such placement, the percentage amounts reflected in the table below will be reduced.

Name or Identity of Beneficial Holders of Shares	Number of Shares Beneficial-ly Held	Percentage of Shares Beneficial-ly Held
J. Scott Fulton	2,500,000	28.57%
Joseph M. Greenfield	2,500,000	28.57
Gaeton S. Della Penna Revocable Living Trust dated 6/1/92	2,500,000	28.57
Wallace E. Dunlap	500,000	5.71
All officers and directors as a group (three persons)	5,500,000	62.85

FAS

The Articles of Incorporation of FAS, as filed under Delaware law, provide for three classes of members of the Board of Directors of FAS. If such director classification is followed, each class of directors will be elected every three years after the initial election of directors. Since the business combination transaction involving FAS, FAS Wealth and Executive described elsewhere in this Statement, changes have occurred with respect to Board of Director membership and FAS has not made a determination whether the classification of director procedures will be followed during the future time. Accordingly, it is expected that the terms of the directors identified below will expire in June 2001. FAS recently conducted its annual meeting of shareholders at which the members of the Board

of Directors set forth below were duly elected. The members of the Board of Directors and the executive officers of FAS are as presented below:

Name and Age of Director or Officer	Positions Held with FAS
Guy S. Della Penna, age 47	President, Chief Operating Officer, CEO of Affinity Marketing Division and Director
Dennis B. Schroeder, age 63	Director
Robert E. Windom, M.D., age 70	Director
Robert H. DeVore, age 40	Senior Vice President and Treasurer
Roland P. Sturgill, age 45	Vice President of FAS Wealth
Georganne E. Detweiler, age 35	Director of Branch Operations, FAS Wealth

Guy S. Della Penna served as Director, Chairman of the Board, President and Chief Executive Officer of Executive since March 1990. Mr. Della Penna has been a resident of Sarasota, Florida since 1980. Mr. Della Penna has been active in the financial industry for over 20 years. Mr. Della Penna is a General Securities Principal and Financial and Operations Principal pursuant to NASD Rules. Form 1986 to 1990, Mr. Della Penna was a registered representative with Executive Securities, Inc. and a private investor. During the period April 1980 to January 1986, Mr. Della Penna served as the Assistant to the Chairman of the Board of Snelling & Snelling, Inc., as well as Assistant Treasurer. Snelling & Snelling, Inc. is a franchiser of an employee recruitment business franchise. While with such firm, Mr. Della Penna also served as a member of the Executive, Acquisition and Pension and Profit Sharing Committees. Mr. Della Penna also served as the personal business manager and financial advisor to the Snelling family and affiliated entities and in such capacity, was responsible for cash management, tax and investment analysis and commitments. From 1977 through April 1978, Mr. Della Penna trained in the underwriting and secondary market trading of municipal bonds at Wertheim and Co., Inc. in New York, New York. During the period April 1978 through February 1980, Mr. Della Penna was an investment banker with Lehman Brothers, New York, New York, where he was involved in the structuring, documentation and marketing of tax exempt bonds issued by state and local governments. Mr. Della Penna holds a Bachelor of Science degree in business Administration from Ithaca College, Ithaca, new York, and received a Master of Business Administration degree in Finance from the State University of New York, Albany, New York. Mr. Della Penna holds the necessary requisite state agent licenses for life, health and variable annuities representing various companies under specific contracts. He holds the NASD Series 7, 22, 24, 27, 39 and 63 securities licenses.

Dennis B. Schroeder serves as a director of FAS, and resides in Naples, Florida. He has over thirty years of experience in the investment banking industry. After serving in the U.S. Marine Corps and attending the University of Minnesota, Mr. Schroeder began his extensive career on the trading desk at Juran & Moody Securities in St. Paul, Minnesota. Mr. Schroeder continued his investment banking career with Francis I. DuPont in Minneapolis, Minnesota to head the syndication department of that firm. In 1955 Mr. Schroeder founded Miller & Schroeder Financial, Inc. in Minneapolis, Minnesota. Miller & Schroeder Financial, Inc. is one of the largest regional investment banking firms in the U.S. specializing in tax exempt securities and corporate finance with underwriting totalling billions of dollars annually. Mr. Schroeder retired from Miller & Schroeder Financial, Inc. in 1988 as Chairman and Chief Executive Officer. From 1988 through 1991, Mr. Schroeder was Chairman of the Board of Directors and Chief Executive Officer of F & G Consultants, Inc. and signed a three year contract with USF&G Financial Services, Inc., a division of USF&G Insurance company of Baltimore, Maryland. Under that contract, Mr. Schroeder was responsible for establishing distributorships for twelve USF&G mutual funds; acting as President/Chief Executive Officer for coordinating the marketing and distribution efforts for USF&G Investment Services, Inc.; developing a pilot program for independent property and casualty insurance agencies to sell securities; and coordinating the sale and divestiture of unprofitable USF&G companies and divisions. From 1993 to 1997 Mr. Schroeder served as Chairman and Chief Executive Officer of Lotto World, Inc. a national publishing company. Mr. Schroeder serves on several Boards of Directors, including Financial Marketing Holding Company, Inc.; and FMC Capital Markets, Inc; and is a former director of Gulf Coast National Bank of Naples, Florida. Mr. Schroeder holds a Florida real estate license and Series 7, 24, 53 and 63 securities licenses with FAS Wealth.

Robert E. Windom, M.D. is a director of FAS, and resides in Sarasota, Florida. His Bachelor of Arts Degree and Medical Degree are from Duke University in 1952 and 1956. His post graduate training was at Parkland Memorial Hospital, Dallas, Texas. From 1960 to 1968, Dr. Windom practiced internal medicine and cardiology in Sarasota, Florida. Dr. Windom served as President of the Florida Medical Association in 1982 through 1983. In 1986, President Reagon appointed Dr. Windom to be the Assistant Secretary for Health in the Department of Health and Human Services. In that capacity he directed the U.S. Public Health Service. since 1989, Dr. Windom has served as a healthcare consultant, dealing with domestic and international public and environmental health issues. Dr. Windom has served as Chair of the Florida Correctional Medical Authority, serving under appointments from two Governors. He is a member of the Council for Excellence in Government in Washington, D.C.; is historian for the Florida Medical Association; is a delegate from the Florida Medical Association to the American Medical Association; and is a member of the National Legislative Committee of the Florida Medical Association. Dr. Windom is a Fellow of the American College of Physicians, and also the American College of Cardiology. He is a past President of the Florida Heart Association, and also the Sarasota County Chamber of Commerce. Dr. Windom has been a Clinical Professor of Internal Medicine at both the University of Miami School of Medicine and the University of South Florida School of Medicine. Dr. Windom has served as a Director of Coast Bank; as a member of

the Advisory Board of SunTrust Bank; as a Director of Ellis Bank; and as a Director of First Presidential Savings and Loan Association. Dr. Windom has authored over 35 medical publications/papers. He has been awarded the Distinguished Alumnus Award of the Duke Medical Center, Distinguished Internist of the Year by the American Society of Internal Medicine, Patriot of Sarasota, and Health Communicator of the Year by the Florida Hospital Association.

Robert H. DeVore serves FAS and FAS Wealth in the capacity of Senior Vice President and Treasurer. Mr. DeVore graduated from the University of Toledo, College of Law, in 1986 and holds a Juris Doctor degree. While attending the University of Toledo College of Law, Mr. DeVore was a member of the University of Toledo Law Review and received American Jurisprudence awards for excellent achievement in the studies of Civil Procedure and Secured Transactions. Mr. DeVore also interned for U.S. Magistrate James G. Carr. Following graduation from the University of Toledo College of Law, Mr. DeVore engaged in private practice in Sarasota, Florida and was an associate of a Sarasota, Florida law firm. Mr. DeVore's practice emphasis related to civil, commercial and construction litigation. During the period 1993 through March 1996, Mr. DeVore acted as counsel for a Sarasota, Florida based insurance agency and insurance marketing entity. Mr. DeVore is a member of The Florida Bar and presently holds life and health insurance and variable annuity licenses issued by the State of Florida. Mr. DeVore holds the NASD Series 7 General Securities Representative license.

Roland P. Sturgill serves as Vice President of FAS Wealth and has held such position since August 1998. Prior to his association with FAS Wealth, Mr. Sturgill was a Branch Manager for Biltmore Securities, Inc. during the period January 1997 through August 1998. During the period March 1996 through December 1996, Mr. Sturgill was associated with Stratton Oakmont, Inc., a securities broker-dealer. During the period August 1995 to February 1996, Mr. Sturgill was a Store Manager for Herman's Sporting Goods. Mr. Sturgill attended St. John's University and Pace University, both in New York, New York. He holds the NASD Series 4, 7, 24, 53, 55, 63 and 65 licenses.

Georganne E. Detweiler serves as Director of Branch Operations for FAS Wealth. Prior to her association with FAS Wealth, Ms. Detweiler was employed by Smith, Barney, Harris, Upham & Co., Inc. in the capacity of Assistant to the Branch Manager, Syndicate Manager and Sales Manager. Mr. Detweiler has been involved in the securities investment industry for 14 years and possesses extensive knowledge and experience in the retail, operational and compliance aspects of the securities business. Ms. Detweiler holds NASD Series 4, 7, 11, 24 and 63 securities licenses.

FAS expects that the Board of Directors will establish an Audit Committee. The members of such Committee are expected to be determined at the first meeting of the Board of Directors following the recently convened annual meeting.

Stock Incentive Plan. The Board of Directors and stockholders of FAS have approved and adopted by written consent the FAS Group, Inc. Stock Incentive Plan (the "Stock Incentive Plan"). The purpose of the Stock Incentive Plan is to provide deferred stock incentives to certain key employees and directors of FAS and its subsidiaries (including FAS Wealth) who contribute significantly to the long-term performance and growth of FAS.

Limitations of Liability of Directors. FAS's Certificate of Incorporation provides that directors will not be personally liable to FAS or its stockholders for monetary damages for breach of their fiduciary duties as directors, except for liability (i) for breaches of the duty of loyalty to FAS or its stockholders, (ii) for any acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law relating to unlawful dividends, or (iv) transactions involving an improper personal benefit. Moreover, if Delaware law were to change in the future to permit the further elimination or limitation of the personal liability of directors, the liability of a director of FAS would be eliminated or limited to the fullest extent permitted by Delaware law, as so amended. The Certificate of Incorporation and Bylaws of FAS also contain provisions to indemnify the directors, officers, employees or other agents to the full extent permitted by the Delaware General Corporation Law. These provisions may have the practical effect in certain cases of eliminating the ability of stockholders or collect monetary damages from directors.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of FAS pursuant to the foregoing provisions or otherwise, FAS has been advised that in the opinion of the Securities and Exchange Commission, such indemnification against public policy as expressed in the Act is, therefore, unenforceable.

Director and Executive Compensation. Dr. Windom is compensated for his services as a director (at the rate of $8,000 per year) and as a consultant to FAS at the rate of $2,000 per month. Mr. Schroeder also receives director fees in the annual amount of $8,000 for his service as a director. Guy S. Della Penna is also compensated at such $8,000 annual rate for his service as a director and is also compensated on the basis of an annual salary paid by FAS and FAS Wealth, presently in the amount of $295,000 plus commissions. At the discretion of the Board of Directors of FAS, Mr. Della Penna may also receive bonus compensation. Any determination with respect to such bonus compensation will involve director deliberations in which Mr. Della Penna will abstain. Mr. DeVore is compensated on the basis of an annual salary of $137,500 plus commissions and is employed by FAS and FAS Wealth pursuant to a written employment agreement. Ms. Detweiler is compensated on the basis of an annual salary of $75,000 plus commissions but is not employed pursuant to any written contract.

Shareholdings. The following table sets forth certain information as of a time which is contemporaneous to the date of this Statement with respect to beneficial ownership of the shares of the common stock of FAS by (i) each person known by FAS to own beneficially

more than 5% of the presently outstanding common stock of FAS; (ii) each director of FAS; and (iii) all directors and officers of FAS as a group. The information presented is on the basis of 2,520,150 shares of Class A Common Stock of FAS being outstanding and 370,000 shares of Class B Common Stock of FAS being outstanding.

Name of Beneficial Owner	Number of Shares of Class A/Class B Common Stock Owned	Percent of Total
Guy S. Della Penna 141 Ogden Street Sarasota, FL 34242	887,778 Class A Common Stock	35.23%
Guy S. Della Penna 141 Ogden Street Sarasota, FL 34242	370,000 Class B Common Stock	100.00%
Robert E. Windom, M.D. 5450 Eagles Point Circle Sarasota, Florida 34231	29,360 Class A Common Stock	1.17%

The shares of common stock of FAS which have been delivered to the Trust by Mr. Della Penna and which are contained in the Units are shares of Class A Common Stock of FAS. To the extent that this Unit offering is successful, the number of shares of Class A Common Stock of FAS reflected as owned by the Gaeton S. Della Penna Revocable Trust dated 6/01/92 will be reduced.

FAS Class A and Class B Common Stock. As indicated, FAS has two classes of common stock authorized and outstanding, such classes being Class A and Class B. All shares of Class B Common Stock are presently held by the Gaeton S. Della Penna Revocable Living Trust dated 6/1/92. Each outstanding shares of Class A Common Stock has one vote per share and each outstanding share of Class B Common Stock has 50 votes per share. Accordingly, voting control of FAS is vested in Mr. Della Penna and family trusts.

HomeVestors

The directors and officers of HomeVestors are identified below and information with respect to each director and officer is also presented.

Name and Age of Director or Officer	Positions Held with HomeVestors
Ken D'Angelo, age 50	Chairman, Chief Executive Officer, Executive Vice President Franchise Development
Dain R. Zinn, age 53	Director, President and Chief Operating Officer
Guy S. Della Penna, age 47	Director and Treasurer
Charles F. Burley, Sr., age 82	Executive Vice President of Strategic Planning and Secretary
Paul D'Angelo, age 29	Vice President

Ken D'Angelo is a resident of Dallas, Texas and during the period 1986 to 1989 engaged in a business involving the purchase and sale of residential real estate properties. In 1989 he founded the predecessor of HomeVestors, HomeVestors, Inc., and operated that business until 1996 when HomeVestors was organized and initially capitalized. Mr. Ken D'Angelo's past business activities include the ownership and operation of a Red Carpet real estate franchise during the 1970's which was ultimately converted to an E.R.A. franchise. Thereafter, Mr. Ken D'Angelo acquired a master E.R.A. franchise for rights in Houston, Texas. In that activity, Mr. Ken D'Angelo was responsible for the sale of franchises and on-going support for E.R.A. franchise owners in Houston, Texas. Mr. Ken D'Angelo and Paul D'Angelo are brothers.

Dain R. Zinn is a resident of Dallas, Texas and has served as a director and President of HomeVestors since August 1996. During the period 1986 to 1989, Mr. Zinn was the owner of Zinn Consulting, Overland Park, Kansas. For approximately 20 years, Mr. Zinn has been involved in the franchise industry and has been a franchise owner and area master franchisee of E.R.A. Real Estate, which master franchise arrangements involved a five state area. Mr. Zinn was also associated with the national headquarters of E.R.A. Real Estate and assisted E.R.A. in establishing franchise operations in Australia and New Zealand, serving during that time as Vice President for new product development and as Senior Vice President of Marketing. He has also held executive positions with T. J. Cinnamons, Debt One and other franchise companies. Mr. Zinn served as one of the founding directors of Heartland Franchise Association, an association of franchisors based in Kansas, Oklahoma, Missouri and Iowa. Heartland Franchise Association involved such franchising entities as H&R Block, Applebees, E.R.A. and Western Auto. Mr. Zinn holds a degree in engineering awarded to him from the University of Oklahoma.

For information concerning **Guy S. Della Penna**, see the information presented above concerning FAS.

Charles F. Burley, Sr. resides in Dallas, Texas. Mr. Burley holds a Bachelor of Science degree from Louisiana State University and an MBA from Ohio State University in Business and Finance. Mr. Burley served for a period of 24 years in the United States Air Force, principally in key procurement and engineering positions. After retirement from the Air Force, Mr. Burley engaged in various business activities, including serving as President of Cresent Dallas (a subsidiary of Tyler Corporation) Mr. Burley also served as a member of the Board of Directors and Senior Vice President of Tyler Corporation, which during the time of such service was a company listed on the New York Stock Exchange. Mr. Burley's business experience includes President of Monnfield Industries, J.J. Willis Trucking Company, and Temtex Industries. Temtex Industries during the time of Mr. Burley's service was a NASDAQ listed company. Presently Mr. Burley serves as Chief Executive Officer of Interstate Fittings, which is a family owned business operated since 1985.

Paul D'Angelo is a resident of Dallas, Texas and has served as Vice President of HomeVestors since August 1996. Mr. Paul D'Angelo also served as Vice President and Treasurer of the predecessor entity, HomeVestors, Inc. from 1994 to 1998.

Employment Agreements. Written employment agreements exist between HomeVestors and Dain R. Zinn and Ken D'Angelo.

Under the employment agreement existing between HomeVestors and Mr. Zinn, Mr. Zinn receives an initial salary of $90,000 increased to $100,000 effective January 1, 1999 and to an annual salary of $110,000 when HomeVestors has 50 franchisees and with a further increase to an annual rate of $120,000 when HomeVestors has 70 franchisees. Additionally Mr. Zinn is entitled to receive an employee benefit package from HomeVestors having an approximate value of $10,000 at a time when HomeVestors has 35 or more franchisees. HomeVestors presently has 35 franchisees.

The employment agreement existing between HomeVestors and Ken D'Angelo provides for two methods of compensation determined at the option of Mr. Ken D'Angelo. Under the first option, Mr. Ken D'Angelo is entitled to receive a monthly salary of $3,000 plus 33% of all initial franchise fees. Under the second option, Mr. Ken D'Angelo would be entitled to receive a base salary determined on the basis of the mutual agreement of Mr. Ken D'Angelo and the Board of Directors of HomeVestors, as well as 50% of all initial franchise fees during the term of the employment agreement, which is five years commencing January 1, 1998. In the event that Mr. Ken D'Angelo utilizes the second option, he is responsible for paying all outside sales expenses which would include, but not be limited to, the costs of any franchise sales persons which Mr. Ken D'Angelo desires to utilize. Mr. Ken D'Angelo, as of the date of this Statement, is utilizing option number one.

Shareholdings. As of June 30, 2000, there are outstanding 6,745,000 shares of the common stock of HomeVestors. The table set forth below reflects the beneficial ownership of such shares of common stock by (i) each director and officer, (ii) all persons known by

Guy S. Della Penna to own five percent (5%) or more of the outstanding common stock of HomeVestors, and (iii) all directors and officers of HomeVestors as a group.

Name of Beneficial Owner	Number of Shares of Common Stock Owned	Percent of Total
Ken D'Angelo	1,737,020	25.75%
Dain R. Zinn	255,000	3.78
Guy S. Della Penna(1)	885,000	13.12
Charles F. Burley, Sr.	252,000	3.74
Paul D'Angelo	641,000	9.50
Clifford D. Harmon(2)	1,137,000	16.86
All officers and directors as a group (five persons)	3,770,020	55.89

(1) Owned of record by the Gaeton S. Della Penna Revocable Living Trust.
(2) Clifford D. Harmon served as a director and officer of HomeVestors until September 1998.

Mr. Paul D'Angelo has been granted an option providing, upon full exercise thereof, for the issuance of 50,000 shares of HomeVestor common stock at an exercise price of $1 per share. Such option expires on August 27, 2003. Mr. Zinn has also been granted an option to purchase 75,000 shares of HomeVestor common stock at an exercise price of $1 per share, which option expires August 27, 2003. Charles F. Burley, Sr. has been issued a stock purchase warrant providing for an exercise price of $.10 per share of common stock issued upon exercise thereof, which warrant expires on August 21, 2003.

Messrs. Ken D'Angelo, Clifford Harmon and Paul D'Angelo have entered into a voting trust agreement pursuant to which Ken D'Angelo is vested with all voting rights with respect to 3,996,000 shares of the outstanding common stock of HomeVestors. The voting trust has a term expiring August 31, 2003. Under the voting trust, Mr. Ken D'Angelo is vested with voting control of HomeVestors.

For information concerning additional outstanding common stock purchase warrants, see "DESCRIPTION OF UNIT SHARES".

Stock Option Plan. In August 1998, HomeVestors' Board of Directors and shareholders adopted the HomeVestors' 1998 Stock Option Plan (the "HomeVestors Plan") which provides for the granting of stock options to certain key employees, consultants and directors. An aggregate 750,000 shares of common stock have been reserved for issuance under the HomeVestors Plan. The HomeVestors Plan is administered by the HomeVestors Board of Directors and permits the award of both stock options that qualify as "incentive

stock options" under the Internal Revenue Code and options that do not so qualify "non-qualified options").

At July 31, 1998, option to acquire 600,000 shares of common stock at an exercise price of $1 per share were outstanding. All options will expire or divest on the earlier of August 21, 2008, or ninety (90) days after an employee resigns or is terminated and generally vest at the rate of twenty percent (20%) per year. Robert Rometo has been granted an option to purchase not more than Two Hundred Fifty Thousand (250,000) common shares which vest over a five (5) year period contingent on the number of new HomeVestors franchises sold in each of the five (5) years. Mr. Rometo's option shall vest in increments of One Thousand (1,000) shares for every franchise sold annually, provided, however, no option shall vest unless at least seventy-five percent (75%) of the annual quota for franchise sales has been attained.

StockDr.

The directors and officers of StockDr. are identified below and information is presented with respect to such persons:

Name and Age of Director or Officer	Positions Held with StockDr.
Michael S. Gold, age 51	Director, Chairman of the Board of Directors, Chief Executive Officer and Secretary
Lee A. Siler, age 36	Director, President and Chief Operating Officer
Michael A. Merbach, age 33	Executive Vice President
Steven L. Herr, age 43	Vice President, Operations/Administration

Michael S. Gold resides in Longwood, Florida and has served as a director and Chief Executive Officer of StockDr. since its formation. Mr. Gold is licensed as a general securities representative and general securities sales supervisor pursuant to the requirements of the NASD and has also successfully passed Uniform Securities Agent Test, which is a state law examination. Mr. Gold has also successfully passed the Uniform Investment Advisor Law Examination. In his activities of providing investment advice to clients of StockDr. and in connection with other matters, Mr. Gold has appeared on such television shows as "Today", "Donahue", "Regis and Kathy Lee", "Sonia Live", "Tom Snyder" and "A Current Affair". Mr. Gold has served as host to a nationally syndicated talk show. As indicated earlier in this Statement, Mr. Gold serves as the Chief Executive Officer of Wealth

Management Financial Group, Inc., an entity with which StockDr. has a contractual relationship.

Lee A. Siler resides in Longwood, Florida and has served as a director and President and Chief Executive Officer of StockDr. since its formation. Mr. Siler is licensed under NASD procedures as a General Securities Representative, General Securities Principal and has also passed the Uniform Securities Agent, State Law Examination. Mr. Siler is also licensed to sell life insurance, health insurance and variable annuities. Mr. Siler entered the investment business in 1988. Prior to that time, Mr. Siler pursued activities in the insurance industry. Mr. Siler is a graduate of the University of Central Florida. Mr. Siler also serves as an executive officer of Wealth Management Financial Group, Inc.

Michael A. Merbach resides in Apopka, Florida and has served as Executive Vice President of StockDr. since its formation. Mr. Merbach has been a partner of Wealth Management Financial Group, Inc. since May 1996 to the current time. He has been associated with FAS Wealth (formerly Executive) as a registered representative and associated person since June 1994 to the current time. During the period July 1994 to May 1996, Mr. Merbach was a senior account executive with Executive Securities, Inc., the predecessor of Executive. He was also an account executive with Corporate Securities Group (December 1992 - July 1994); Biltmore Securities (October 1990 - December 1991); and Stuart James Co., Inc. (August 1989 - October 1990). Mr. Merbach is a graduate of The Pennsylvania State University with a Bachelor of Science degree in Finance. He holds the NASD Series 7, 63, 24, 4 and 65 licenses and holds State of Florida insurance licenses with respect to life, health and variable annuities.

Steven L. Herr resides in the Orlando, Florida area and prior to joining StockDr. was associated with a division of Thorn, Inc., a publicly held company that owns Virgin Records, Capital Records, EMI Records and Rent-A-Center, Inc.

Employment Agreements. Previous written employment agreements existed between StockDr. and Messrs. Gold and Siler. Such employment agreements, however, are no longer being utilized but successor employment agreements are under consideration. The salaries of Messrs. Gold and Siler are believed by Mr. Della Penna to be limited to a maximum of $5,000 per month each.

Possible Issuance of Stock Options or Other Stock Grants. StockDr. has reserved 1,769,000 shares of its authorized but unissued common stock for issuance to certain employees (present or future), independent contractors who provide key services and benefits to StockDr. and directors or officers where such issuance will assist StockDr. in achieving its business objectives. Such options will be allocated and granted at the sole discretion of the Board of Directors of StockDr.

Shareholdings. As of the date of this Statement, there are outstanding 9,400,000 shares of the common stock of StockDr. The table present below reflects the record and

beneficial ownership of the directors and officers of StockDr. and any other person known by StockDr. to own of record and beneficially 5% or more of such outstanding common stock.

Name of Beneficial Owner	Number of Shares of Common Stock Owned	Percent of Total
Michael S. Gold	1,950,000	20.74%
Lee A. Siler	1,950,000	20.74
Dr. Mark Bornstein	600,000	6.38
Dr. Albert Sutton	600,000	6.38
Federal Mortgage Management II, Inc.(1)	500,000	5.32
Wealth Management Financial Group, Inc. (owned by employees other than Messrs. Gold and Siler)	820,000	8.72
Officers and Directors as a group (two persons)	3,900,000	41.49

(1) Federal Mortgage Management II, Inc. is an affiliate of Guy S. Della Penna by virtue of Mr. Della Penna's record and beneficial ownership of all of the outstanding common stock of that entity.

MATERIAL LITIGATION AND ARBITRATION

Other than as described below, the Grantor of the Trust, Guy S. Della Penna, is not aware that any of the Issuers of the Unit Shares are parties to or possibly affected by any items of material litigation. As of the date of this Statement, FAS Wealth, a wholly-owned subsidiary of FAS, is named as a defendant and/or respondent in various litigation and claim items which are either pending in courts or before various arbitration tribunals, including the arbitration tribunal obtaining from the National Association of Securities Dealers, Inc. In the opinion of Mr. Della Penna, all or substantially all of such claims relate to matters which occurred in connection with the operation of Biltmore Securities, Inc.

FAS Wealth was the subject of a regulatory inquiry by the Division of Securities, State of Florida (the "Division") by virtue of an administrative complaint. In the opinion of FAS Wealth, this has resulted from a record transmission error. FAS Wealth has engaged counsel to represent it before the Division and a satisfactory negotiated resolution of the matter has been reached. The negotiated settlement most likely will be represented by a consent order whereby FAS would agree to pay the Division's costs of investigation and possibly agree to other non-material regulatory sanctions.

FAS Wealth is also the subject of a cease and desist order which has been issued by the securities regulatory authorities of the State of Alabama. Such cease and desist order relates to certain activities of registered representatives of FAS Wealth which were assigned to FAS Wealth in the bulk and mass transfer described earlier in this Statement. FAS Wealth believes that it will be successful in having such cease and desist order dissolved, based upon an undertaking by FAS Wealth that former Biltmore registered representatives will not be permitted to operate in Alabama. While Alabama does not represent a significant geographic area of operations for FAS Wealth, certain FAS Wealth registered representatives have clients in Alabama and, accordingly, FAS Wealth desires to resolve these regulatory matters.

DESCRIPTION OF UNIT SHARES

2 Share

The Articles of Incorporation of 2 Share, as amended to date, authorize an aggregate 30,000,000 shares of capital stock divided into two classes. Twenty million (20,000,000) shares of such 30,000,000 shares are allocated to Common Stock having a par value of $.01 per share, of which 8,750,000 shares are outstanding, and the remaining 10,000,000 shares have been designated as Class A Preferred Stock issuable in series and also having a par value of $.01 per share (the "Shares" and the "Preferred Stock", respectively).

Preferred Stock. From the authorized 10,000,000 shares of Preferred Stock, the Board of Directors of 2 Share, acting without action of the holders of outstanding Shares or any series of Preferred Stock (with those exceptions as provided by the Florida Business Corporation Act), may authorize the issuance of one or more series of Preferred Stock having such relative rights and characteristics as determined by the Board of Directors relating to dividends, dividend preferences, conversion rights into other securities of 2 Share, rights upon the liquidation of 2 Share, voting rights and other matters. The relative rights, terms and characteristics of a single series of Preferred Stock authorized and issued must be the same and variances in terms, conditions, characteristics and relative rights may not occur within a particular series. Irrespective of the absence of voting rights, as provided in the terms of issuance of any series of Preferred Stock, voting rights may be attributed to the holders of a series of outstanding Preferred Stock under the Florida Business Corporation Act if amendments to the Articles of Incorporation of 2 Share are proposed which would diminish the relative rights, characteristics and terms of issuance of an outstanding series of Preferred Stock. Each issuance of a series of Preferred Stock will also require an amendment to the Articles of Incorporation of 2 Share but except as required by the Florida Business Corporation Act and as explained in the foregoing sentence, shareholder approval of such amendment is not required. The serial Preferred Stock has been incorporated into 2 Share's capital structure in order to provide flexibility to 2 share in its business and as a

possible tool to use in acquisition and further capital formation activities. 2 Share has no present intention of issuing any series of Preferred Stock.

Common Stock. As indicated above, there are outstanding 8,750,000 Shares, a majority of which Shares are held of record and beneficially by those persons identified in the Statement section captioned "INFORMATION CONCERNING ISSUER MANAGEMENT - 2 Share, Shareholdings". Voting control is and will continue to be vested in the present shareholders of 2 Share and in the directors of 2 Share Messrs. Fulton and Greenfield if they vote in concert.

Each holder of Shares is entitled to one vote for each share of 2 Share common stock owned of record. The holders of shares do not and will not possess cumulative voting rights which means that the holders of more than 50% of the outstanding Shares voting for the election of directors can elect all of the directors and in such event, the holders of the remaining Shares will be unable to elect any of 2 Share's directors. Action may be taken without a meeting of shareholders if a written consent setting forth the action taken is signed by the holders of not less than the minimum number of Shares necessary to authorize such action at a meeting where all Shares entitled to vote were present and, in fact, voted. Under Florida law, notice must be given to holders of Shares who did not so consent to the action taken by the holders of a majority of Shares within ten days after obtaining such authorization to the action in question by written consent. Such circumstances will continue to be the case until such time, if ever, that 2 Share becomes subject to the proxy solicitation rules of the United States Securities and Exchange Commission. When and if 2 Share is subject to such rules and written action is intended to be taken by a majority of the shareholders without a meeting of the shareholders, a notice and information statement must be given to all holders of Shares within a specified number of days before the written action is intended to be taken. If 2 Share successfully completes a public offering of its voting equity securities, it is expected to be subject to the proxy solicitation rules of the Commission. A public offering of 2 Share is not presently intended but could be conducted during the future time. Also the possibility exists that 2 Share could become public through one or more business combinations with a publicly held entity. Interested investors should realize that there can be no assurance that 2 Share will become publicly held at any time.

Subject to any of the rights of the holders of 2 Share's outstanding Preferred Stock, holders of outstanding Shares are entitled to receive dividends out of Company assets legally available therefor at such times and in such amounts as the Board of Directors may from time to time determine. It is the present policy of 2 Share to reinvest substantially all of any earnings in its business. Accordingly, cash dividends are not anticipated to be paid on outstanding Shares, at least in the near future time. Upon the liquidation, dissolution or winding up of 2 Share, the assets legally available for distribution to the shareholders will be distributable ratably among the holders of Shares outstanding at that time again subject to any preferential rights of the holders of 2 Share's then outstanding Preferred Stock, if any. Holders of Shares have no pre-emptive, conversion or subscription rights and Shares

are not subject to redemption. All outstanding Shares contained in the Units are fully paid and non-assessable.

Restrictions on Transfer. As indicated elsewhere in this Statement, the Shares of 2 Share contained in the Units offered hereby have not and will not be registered under the Act or the securities laws of any states in which the Shares may be privately sold, including Florida. As indicated elsewhere in this Statement, the Shares constitute Restricted Securities, as such term is defined under the Act. See "RISK FACTORS AND OTHER FACTORS TO BE CONSIDERED" and "PLAN AND TERMS OF THE OFFERING". Shareholders may not require that 2 Share effect Share registration under the Act or any state statute at any time.

Certain Federal Income Tax Matters Possibly Affecting Shares of 2 Share. In 1993 the United States Congress enacted and the President signed into law the Revenue Reconciliation Act of 1993 (the "Reconciliation Act"). The Reconciliation Act is generally perceived as legislation principally intended to reduce the Federal budget deficit.

The Grantor, Guy S. Della Penna, has been advised that such Reconciliation Act contains provisions which will permit non-corporate taxpayers who hold qualified small business stock for more than five years to exclude 50% of any gain experienced on the sale of such qualified small business stock from such non-corporate taxpayer's applicable Federal income tax rate. The amount of such gain eligible for such 50% exclusion is limited to the greater of (a) ten times the non-corporate taxpayer's basis in such stock (usually the cost thereof), or (b) ten million dollars ($10,000,000) of such gain. The provisions of the Reconciliation Act further provide that such stock must be acquired by the non-corporate tax payer at the time of the original issuance thereof directly from the issuer or from an underwriter for cash or other property (not including corporate capital stock). The issuing corporation with respect to such stock must be a qualified small business issuer as of the date of issuance of such stock and must continue to meet certain qualifications and requirements during the five year period that such stock is held by the non-corporate taxpayer.

As of the date of this Statement, Mr. Della Penna believes that the Shares of 2 Share contained in the Units being privately offered by this Statement meet the qualifications of such provisions of the Reconciliation Act, although no assurance can be given that such is the case or that such qualification, if it exists presently, will continue.

FAS

As a result of the business combination earlier described in this Statement, FAS is now a corporation organized and existing pursuant to the corporate laws of Delaware. Its principal subsidiary, FAS Wealth (which firm is acting as Placement Agent for the Units being privately offered hereby) is also a Delaware corporation and is continuing the business previously conducted by Executive, except on an expanded basis. The information set forth

below relates to the authorized and outstanding securities of FAS only as of a time contemporaneous to the date of this Statement.

Common Stock. As of the date of this Statement, there are 4,670,000 shares of common stock outstanding, 370,000 of which are Class B shares and 4,300,000 are Class A shares. Holders of Class A Common Stock are entitled to one vote per share on all matters to be voted upon by the shareholders and holders of Class B Common Stock are entitled to 50 votes per share. All of the Class B shares of Common Stock are owned of record and beneficially by Guy S. Della Penna and the shares of common stock of FAS which are included in the Units are Class A Shares. Except as otherwise provided by law, the holders of shares of common stock vote as one class. Share of common stock do not have preemptive rights or cumulative voting rights. FAS's Certificate of Incorporation provides that the Board of Directors shall be divided into three classes, as nearly equal in number as possible, and that at each annual meeting of stockholders, all of the directors of one class shall be elected for a three year term. See, however, "INFORMATION CONCERNING ISSUER MANAGEMENT". The affirmative vote of not less than 75% of the outstanding shares of common stock is required to approve a merger or consolidation, a transfer of substantially all the assets, certain issuances and transfers of FAS's securities to other entities or a dissolution of FAS, unless the Board of Directors of FAS has approved the transaction. Additionally, certain business combinations involving FAS and any holder of 15% or more of FAS's outstanding voting stock must be approved by at least 66.67% of such voting stock, exclusive of the stock owned by the 15% stockholders, unless approved by a majority of the directors not affiliated with such holder or certain price and procedural requirements are met. These provisions, together with the authorization to issue preferred stock on terms designated by the Board of Directors described above, could be used as anti-takeover devices.

Subject to preferences that may be applicable to any outstanding series of preferred stock (as described below), the holders of common stock are entitled to receive dividends ratably when, as and if declared by the Board of Directors, and upon liquidation are entitled to share ratably in FAS's net assets. Payment of dividends on the common stock may be subject to prior payment of dividends on any preferred stock issued in the future. See Preferred Stock below. The decision to pay dividends is subject to such other financial consideration as the Board of Directors of FAS may deem relevant. No assurance can be given as to the timing or amount of any dividend that FAS may declare on the common stock.

FAS's Bylaws provide that, subject to certain limitations discussed below, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting. FAS's Bylaws also provide that a stockholder must give written notice of such stockholder's intent to make such nomination or - nominations, either by personal delivery or by United States mail, postage prepaid, to the Secretary of FAS not later than (i) with respect to any election to be held at an Annual Meeting of Stockholders, 90 days prior to the anniversary date of the date of the

immediately preceding Annual Meeting; and (ii) with respect to any election to be held at a Special Meeting of Stockholders for the election of directors, the close of business on the tenth day following the date on which a written statement setting forth the date of such meeting is first mailed to stockholders provided that such statement is mailed no earlier than 120 days prior to the date of such meeting. Notwithstanding the foregoing, if an existing director is not standing for reelection to a directorship which is the subject of an election at such meeting or if a vacancy exists as to a directorship with which is the subject of an election, whether as a result of resignation, death, an increase in the number of directors, or otherwise, then a stockholder may make a nomination with respect to such directorship at any time not later than the close of business on the tenth day following the date on which a written statement setting forth the fact that such directorship is to be elected and the name of the nominee proposed by the Board of Directors is first mailed to stockholders. Each notice of a nomination from a stockholder shall set forth: (a) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the stockholder is a holder of record of stock of FAS entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (d) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations); and (e) the consent of each nominee to serve as a director of FAS if so elected. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Preferred Stock. The governing documents of FAS permit it to issue two classes of preferred stock. One class of preferred stock is designated as Series B Convertible Preferred Stock and the second series of preferred stock is designated as Series A Convertible Preferred Stock. The par value of each such series is $.001.

During May 1999 certain shareholders of eCommercetools.com, Inc. ("eCommerce") exchanged 500,000 shares of eCommerce common stock as valued on the over-the-counter electronic bulletin board in the amount of approximately $3,410,000 for 341,512.5 shares of the Class A Convertible Preferred Stock of FAS. The governing documents relating to the exchange require that an effective registration statement attributable to the FAS common stock issuable upon conversion (a maximum of 2,500,000 shares) be filed within 90 days subsequent to the exchange transaction. The preferred stock terms of issuance further provide for a conversion value of not less than 85% of the "closing value" ($3,410,000). FAS has engaged in substantive negotiations with the shareholders of eCommerce who conveyed such eCommerce common stock with a view to rescinding the transaction and such transaction is expected to be rescinded during the future time. As further information

becomes available with respect to this transaction, this Statement will be supplemented one or more times.

During July 1999, FAS exchanged 75,000 shares of its authorized Class B Convertible Preferred Stock having a liquidation value preference of $10 per share for 50,000 shares of common stock of FindEx.com, Inc. ("FindEx") with an agreed value of $15 per share of FindEx and a closing market price on July 8, 1999 of $9.6875 per share of FindEx common stock. Each share of FAS's Class B Convertible Preferred Stock issued in this transaction is (i) convertible at the holder's option into two shares of FAS common stock (Class A) or (ii) redeemable at the option of FAS, provided that the daily closing bid price of the Class A Common Stock of FAS for the 15 consecutive trading days immediately prior to the redemption is more than $7 per share. The documents governing the exchange transaction require the effective registration of FAS's Class A Common Stock issuable upon conversion of the Class B Convertible Preferred Stock within 90 days of the exchange. As further information becomes available to the Grantor with respect to this transaction, this Statement will also be supplemented one or more times. Such transaction is also expected to be rescinded.

Description of Warrants. Included with the financial statements of FAS is note (i) of the Notes to the Consolidated Financial Statements of FAS for the year ended December 31, 1998. Such note provides information regarding outstanding stock options and warrants of FAS as such existed at the end of such fiscal year. There has been no change in such information.

Defenses Against Hostile Takeovers. While the following discussion summarizes the reasons for, and the operation and effects of, certain provisions of FAS's Certificate of Incorporation which management has identified as potentially having an anti-takeover effect, it is not intended to be a complete description of all potential anti-takeover effects, and it is qualified in its entirety by reference to FAS's Certificate of Incorporation and Bylaws.

In general, the anti-takeover provisions in Delaware law and FAS's Certificate of Incorporation are designed to minimize FAS's susceptibility to sudden acquisitions of control which have not been negotiated with and approved by FAS's Board of Directors. As a result, these provisions may tend to make it more difficult to remove the incumbent members of the Board of Directors. The provisions would not prohibit an acquisition of control of FAS or a tender offer for all of FAS's capital stock. The provisions are designed to discourage any tender offer or other attempt to gain control of FAS in a transaction that is not approved by the Board of Directors by making it more difficult for a person or group to obtain control of FAS in a short time and then impose its will on the remaining stockholders. However, to the extent these provisions successfully discourage the acquisition of control of FAS or tender offers to all or part of FAS's capital stock without approval of the Board of Directors, they may have the effect of preventing an acquisition or tender offer which might be viewed by stockholders to be in their best interests.

Classified Board of Directors and Removal of Directors. FAS's Certificate of Incorporation provides that FAS's Board of Directors is to be divided into three class which shall be as nearly equal in number as possible. The directors in each class serve for terms of there years, with the terms of one class expiring each year. Each class currently consists of approximately one-third of the number of directors. Each director will serve until his successor is elected and qualified.

A classified Board of Directors could make it more difficult for stockholders, including those holding a majority of FAS's outstanding stock, to force an immediate change in the composition of a majority of the Board of Directors. Since the terms of only one-third of the incumbent directors expire each year, it requires at least two annual elections for the stockholders to change a majority, whereas a majority of a non-classified Board may be changed in one year. In the absence of the provisions of FAS's Certificate of Incorporation classifying the Board, all of the directors would be elected each year. The provision for a staggered Board of Directors affects every election of directors and is not triggered by the occurrence of a particular event such as a hostile takeover. Thus a staggered Board of Directors makes it more difficult for stockholders to change the majority of directors even when the reason for the change would be unrelated to a takeover.

Under Delaware law, there is no cumulative voting by stockholders for the election of FAS's directors. The absence of cumulative voting rights effectively means that the holders of a majority of the stock voted at a stockholder meeting may, if they so choose, elect all directors of FAS, thus precluding a small group of stockholders from controlling the election of one or more representatives to FAS's Board of Directors.

Supermajority Voting Requirement for Amendment of Certain Provisions of the Certificate of Incorporation. FAS's Certificate of Incorporation provides that specified provisions contained in the Certificate of Incorporation may not be repealed or amended except upon the affirmative vote of the holders of not less than 75% of the outstanding stock entitled to vote. This requirement exceeds the majority vote that would otherwise be required by Delaware law for the repeal or amendment of the Certificate of Incorporation. Specific provisions subject to the supermajority vote requirement are (i) Article X, governing the calling of stockholder meetings and the requirement that stockholder action be taken only at annual or special meetings, (ii) Article IX, requiring written notice to FAS of nominations for the election of directors and new business proposals; (iii) Article X, governing the number and terms of FAS's directors; (iv) Article XI, governing the removal of directors; (v) Article XIII, governing approval of business combinations involving related persons; (vi) Article XIII, relating to the consideration of various factors in the evaluation of business combinations; (vii) Article XIV, providing for indemnification of directors officers, employees and agents; (viii) Article XVIII, limiting directors' liability; and (ix) Articles XVI and XVII, governing the required stockholder vote for amending the Bylaws and Certificate of Incorporation, respectively. Article XVII is intended to prevent the holders of less than 75% of FAS's outstanding voting stock from circumventing any of the foregoing provisions by amending the Certificate of Incorporation to delete or modify one

of such provisions. This provision would enable the holders of more than 25% of FAS's voting stock to prevent amendments to the Certificate of Incorporation or Bylaws even if they were favored by the holders of a majority of the voting stock.

Dividend Policy. FAS has never paid dividends on its outstanding Class A or Class B Common Stock and does not anticipate that it will pay dividends or alter its dividend policy in the foreseeable future. Such was also the case with Executive. The payment of dividends by FAS on the common stock (Class A and/or Class B) will depend on the earnings and financial condition of FAS from time to time and such other factors as the Board of Directors of FAS may consider.

Transfer Agent. As of the date of this Statement, the Class A and Class B Common Stock of FAS is not publicly traded, and as indicated earlier in this Statement, constitute Restricted Securities. At such time as the Class A or Class B Common Stock of FAS becomes qualified to be traded publicly, FAS is anticipated to appoint an appropriate Transfer Agent.

Number of Shares Authorized. The Certificate of Incorporation of FAS authorizes FAS to issue 26,000,000 shares of common stock, $.001 par value, and 1,000,000 shares of preferred stock which may be issued in series, as such series are determined by the Board of Directors of FAS without shareholder consent, approval or action.

HomeVestors

Shares Authorized. The Articles of Incorporation or Certificate of Incorporation of HomeVestors authorizes 10,000,000 shares of common stock, having a par value of $.00002 per share. For information concerning the number of shares of common stock outstanding and the shareholders of officers, directors and other persons, see the Statement section captioned "INFORMATION CONCERNING ISSUER MANAGEMENT".

No holder of outstanding shares of common stock of HomeVestors is entitled to any type of preference over any other holder of outstanding shares of common stock of HomeVestors. Each share of outstanding common stock of HomeVestors in the hands of the holders thereof is entitled to one vote with respect to each matter submitted to a vote of shareholders of HomeVestors. The common stock is without cumulative voting rights. Cumulative voting rights permit a holder of shares to cumulate his votes and to case the resultant number in favor of the election of one or more director candidates. The absence of cumulative voting means that the holders of 50% or more of the outstanding voting common stock of HomeVestors will be able to elect all of the members of the Board of Directors of HomeVestors if they choose to do so.

The shares of common stock in the hands of the holders thereof are equally entitled to any dividends declared and paid by HomeVestors Board of Directors. It is the policy of HomeVestors, however, to reinvest earnings in its business. Upon liquidation, dissolution

or winding up of HomeVestors after payment of all proper amounts due to creditors and to other persons or entities, the assets of HomeVestors will be distributed pro rata on a per common share basis among the then holders of the outstanding common stock of HomeVestors. The Bylaws of HomeVestors require a majority of the issued and outstanding shares of the common stock of HomeVestors be present to constitute a quorum and to transact business at any shareholders' meeting. All outstanding share of common stock of HomeVestors are fully paid and non-assessable.

Certain Registration Rights. In the event that HomeVestors files a Registration Statement under the Act for an offering by it of its common shares, HomeVestors shall give written notice of such proposed filing to the holders of certain outstanding Warrants previously and subsequently described in this Statement, which notice shall permit the Warrant holders to include the number of shares issuable upon exercise of the Warrants held by such Warrants with the shares being registered pursuant to such registration statement intended to be filed. HomeVestors has yet to file a registration statement.

Certain Warrants. In addition to the Warrants earlier described in this Statement and which are held by Charles F. Burley, Sr., there are outstanding an aggregate 110,000 Warrants providing for an exercise price of $.10 per share of common stock of HomeVestors. Ten thousand of such Warrants have been issued to Peter Winzenried and relate to Mr. Winzenried's performance under certain contractual obligations through the calendar year 1999. Depending upon such performance of Mr. Winzenried, such Warrants are exercisable until midnight, August 31, 2003.

Warrants providing, upon full exercise, for the issuance of 100,000 shares of HomeVestors common stock have been issued to Milford Financial, Ltd. and relate to the provisions of a certain loan. The Warrant exercise period for these Warrants expires March 31, 2002 and the exercise price is $.10 per share.

StockDr.

Shares Authorized. The Articles of Incorporation of StockDr. authorize 10,000,000 shares of common stock, each share having a par value of $.001. All shares issuable and which are outstanding are fully paid and non-assessable. For information concerning the number of shares outstanding and the Shareholdings of such officers, directors and other persons and entities, see the Statement section captioned "INFORMATION CONCERNING ISSUER MANAGEMENT". Holders of outstanding shares are entitled to one vote per share held with respect to each matter submitted to the shareholders for vote. Cumulative voting is not permitted in the election of directors of StockDr. Holders of shares of outstanding common stock of StockDr. will participate ratably upon the liquidation and winding up of StockDr.

StockDr. has never paid a dividend and does not anticipate doing so during the future time, it being the policy of the Board of Directors of StockDr. to reinvest any earnings in the business of StockDr.

MECHANICS OF UNIT SHARE TRANSFER

Assuming that the Minimum Requirement is successfully attained, the Trust will cause Unit subscribers to receive certificates evidencing Unit Shares as soon as practicably possible after the completion of the subscription process. Certificates evidencing the Unit Shares will be issued in accordance with the instructions made by each Unit subscriber in the Unit Subscription Agreement but such certificates will incorporate the restrictive endorsement described and set forth in the Statement section captioned "RISK FACTORS AND OTHER CONSIDERATIONS - Relative to the Unit Shares". As indicated in that Statement section, the possibility exists that Unit Share certificates will not be issued promptly or for a period of time, due to circumstances not contemplated by the Grantor. In such event, the Trust will continue in order to serve in a custodial capacity for the Unit purchasers and the Unit Shares for which certificates have not been issued will be held of record by the Trust for the benefit of the Unit purchaser.

Suitable and Accredited Investors desiring to purchase Units should execute the counterparts of the Unit Subscription Agreement which is included as Exhibit A to this Statement and direct same with the covering check for the subscription obligation to the Trustee of the Trust at the address indicated at the address in the Unit Subscription Agreement. Upon receipt of such subscription and subscription funds, the subscription will be either accepted or rejected by the Grantor and the Trustee and if accepted, the subscription proceeds will be deposited under the escrow arrangements earlier described herein if the Minimum Requirement has not been attained. If a subscription is accepted and the Minimum Requirement has been successfully attained, subscription proceeds will be cumulated for distribution to the Grantor, Guy S. Della Penna. Suitable and Accredited Investors should carefully examine the representations and undertakings which are required of each suitable and Accredited Investor in the Unit Subscription Agreement.

The Placement Agent, acting under the direction of the Grantor, may make follow up inquiry to each Unit subscriber in order to confirm the Unit subscriber's suitability to purchase Units and to own Unit Shares and to assure that each Unit subscriber fully understands the nature and terms of the Unit offering.

FINANCIAL INFORMATION

Included with this Statement are the financial statements of the Unit Issuers as such have been procured by the Grantor. The Grantor, in all respects, has attempted to obtain with respect to each Unit Issuer the most current financial statements available. An index with respect to the financial statements included with this Statement is presented immediately below:

2 Share

Balance Sheet as of September 30, 1999 (unaudited)

Statement of Operations for the Period from Inception (September 21, 1999) to September 30, 1999 (unaudited)

Statement of Stockholders' Equity for the Period Ended September 30, 1999 (unaudited)

Statement of Cash Flows for the Period from Inception (September 21, 1999) to September 30, 1999 (unaudited)

Notes to Financial Statements

FAS

The financial condition and results of operations of FAS are substantially, if not entirely represented by the financial condition and results of operation of its wholly-owned subsidiary of FAS Wealth. Accordingly, the following indexed financial statements relate to FAS Wealth:

FAS Wealth - Audited Financial Statements for the Fiscal Years Ended December 31, 1999 and 1998

FAS Wealth - Income Statement for the One Month Period Ended March 31, 2000 and the Three Month Period Ended March 31, 2000 (unaudited)

Note (i) of the Notes to Consolidated Financial Statements of FAS for the fiscal year ended December 31, 1998

HomeVestors

Audited Financial Statements at and for the Year Ended December 31, 1999

Balance Sheet as of April 30, 2000 (unaudited)

Statement of Profit and Loss for the Four Month Period Ending April 30, 2000 (unaudited)

StockDr.

Compilation Financial Statements as of March 31, 2000 and for the Three and Nine Month Periods Then Ended

Compilation Financial Statements as of December 31, 1999 and for the Three and Six Month Periods Then Ended