

To: +1 (850) 205-0380
Subject:

From: Patricia Sadlo

Friday, October 29, 2005 4:46 PM Page: 1 of 6

F05000003486

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

*Attn!
Lee Rivers

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0438.43858

BASIC AMENDMENT

FRIENDS ACQUISITION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05 6
Estimated Charge	\$35.00

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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T BROWN OCT 31 2005

OCT. 28. 2005 10:06AM

NO. 163 P. 1/5

To: 41 (850) 205-0380
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From: Patricia Tadlock

Thursday, October 27, 2005 1:23 PM Page: 1 of 5

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105-3486

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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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~~KATE!~~
~~KEVIN RIVERS~~

0438.43858

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05 OCT 27 AM 8:00
DIVISION OF CORPORATIONS

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To: '+1 (850) 205-0380'
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From: Patricia Tadlock

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850-205-0381

10/28/2005 3:22

PAGE 001/001

Florida Dept of State

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PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 28, 2005

FRIENDS ACQUISITION, INC.
6400 CONGRESS AVENUE, STE. 2700
BOCA RATON, FL 33487

SUBJECT: FRIENDS ACQUISITION, INC.
REF: F05000003486

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return 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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H05000252109
Letter Number: 105A00065361

PLEASE GIVE ORIGINAL SUBMISSION
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000003486

(Document number of corporation (if known))

1. Friends Acquisition, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. June 15, 2005
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED
05 OCT 27 AM 11:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 16, 2005
5. Friendstead, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Daniella Karp
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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Delaware

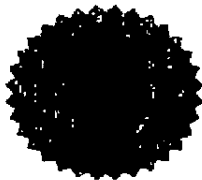
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRIENDSAND LLC", A DELAWARE LIMITED PARTNERSHIP,
WITH AND INTO "FRIENDS ACQUISITION, INC." UNDER THE NAME OF
"FRIENDSAND, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE SIXTEENTH DAY OF MAY, A.D. 2005, AT 5:42 O'CLOCK P.M.

3965413 8100M
050878525



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4256622

DATE: 10-27-05
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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:42 PM 05/16/2005
FILED 05:42 PM 05/16/2005
SRV 050399823 - 3965413 FILE

CERTIFICATE OF MERGER

OF

FRIENDSAND LLC
(a Delaware limited liability company)

INTO

FRIENDS ACQUISITION, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned, formed and existing under the laws of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Friendsand LLC	Delaware
Friends Acquisition, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated May 15, 2005, has been approved and executed by each of Friendsand, LLC and Friends Acquisition, Inc.

THIRD: The name of the surviving domestic corporation shall change to Friendsand, Inc.

FOURTH: The merger of Friendsand LLC into Friends Acquisition, Inc. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the place of business of Friends Acquisition, Inc.. The address of such place of business of Friends Acquisition, Inc. is 6400 Congress Avenue, Suite 2700, Boca Raton, Florida 33487.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Friends Acquisition, Inc., on request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

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SEVENTH: The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Friends Acquisition, Inc.

IN WITNESS WHEREOF, Friends Acquisition, Inc. and Friendsand LLC have caused this Certificate of Merger to be duly executed.

FRIENDS ACQUISITION, INC.

By: /s/ Jonathan Honig
Name: Jonathan Honig
Title: President

FRIENDSAND LLC

By: /s/ Stacy McCall
Name: Stacy McCall
Title: Member