

F96000002702
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001844061
-05/30/96--01029--005
*****78.75 *****78.75

SUBJECT: FRIENDLY MANAGEMENT, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PAUL J. RICHARDS, CPA

(Name of Person)

(Firm/Company)

84 Business Park Drive, Suite 103

(Address)

Armonk, New York, 10504

(City/State/Zip)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Paul J. Richards

(Name of Person)

at (914) 273 5800

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:-

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. FRIENDLY MANAGEMENT, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 59-3340360

(FEI number, if applicable)

4. September 11, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 1996

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. c/o Paul J. Richards

84 Business Park Drive

Suite 103

Armonk,

New York, 10504

(Current mailing address)

8. Real Estate Management

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)

Name: Jerome Z. Ginsburg

Office Address: 886 Riverside Drive


Ormond Beach

, Florida, 32176

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jerome Z. Ginsburg

Address: 886 Riverside Drive
Ormond Beach, Florida 32176

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jerome Z. Ginsburg

Address: 886 Riverside Drive
Ormond Beach, Florida 32176

Vice President: Jerome Z. Ginsburg

Address: 886 Riverside Drive
Ormond Beach, Florida 32176

Secretary: Jerome Z. Ginsburg

Address: 886 Riverside Drive
Ormond Beach, Florida 32176

Treasurer: Jerome Z. Ginsburg

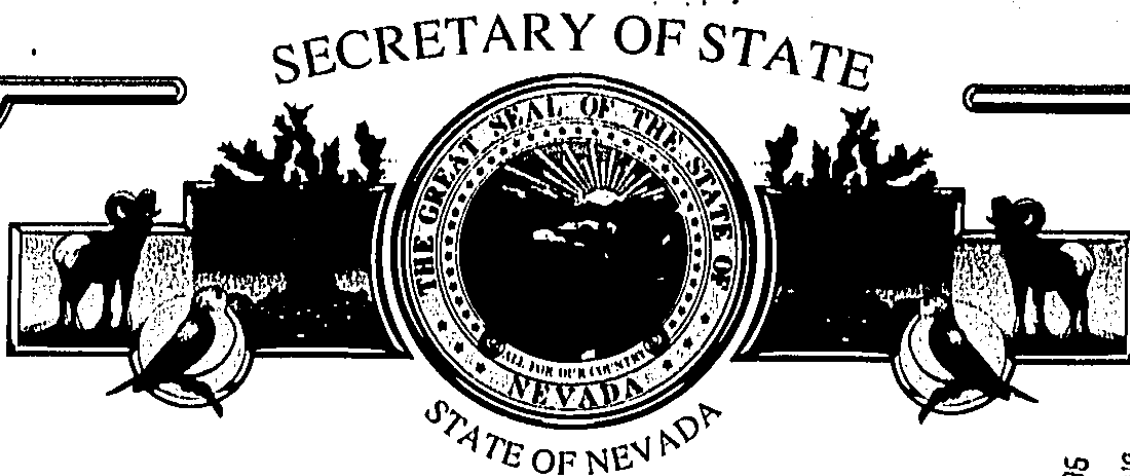
Address: 886 Riverside Drive
Ormond Beach, Florida 32176

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jerome Z. Ginsburg, President
(Typed or printed name and capacity of person signing application)

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56 MAY 29 PM 12:14



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FRIENDLY MANAGEMENT, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 11, 1995 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on May 23, 1996.



Dean Heller

Secretary of State

By

Lucy Shapiro

Certification Clerk

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