

LAW OFFICES

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ROGER BARRY DAVIS

*700003501597*

HOWARD J. LUBEL  
OF COUNSEL

December 13, 2000

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 33299

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-12/14/00--01078--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation for 3 Friends Corporation  
Our File No. 11.16-00**

Dear Ladies and Gentlemen:

Enclosed herewith please find the following materials:

1. Original and one copy of the Articles of Incorporation for 3 Friends Corporation; and
2. Our check in the amount of \$78.75, representing the fee for filing of said Articles of Incorporation and the fee for a certified copy.

Kindly file and establish the corporation, and forward the certified copy of the Articles of Incorporation to the undersigned in the Federal Express self-addressed envelope, and thank you for your prompt attention to this matter.

Sincerely,

  
By: \_\_\_\_\_  
ROGER BARRY DAVIS

RBD:cs  
Encls.  
cc: Ken Greengrass

FILED  
00 DEC 14 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*LB*  
*12/19*

**ARTICLES OF INCORPORATION**  
**OF**  
**3 FRIENDS CORPORATION**

The undersigned, subscriber to the Articles of this corporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the Corporation is:

**3 FRIENDS CORPORATION**

and the mailing address of the corporation's principal office is

c/o Greengrass Enterprises, Inc.  
38 East 57<sup>th</sup> Street - Fourteenth Floor  
New York, N.Y. 10022

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TALLAHASSEE, FLORIDA

**ARTICLE TWO**

**DURATION**

This corporation shall have a perpetual term of existence, unless earlier dissolved pursuant to law.

**ARTICLE THREE**

**PURPOSE**

The corporation has been organized for the purpose of transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

## ARTICLE FOUR

### CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of One Dollar (\$1.00). The Board of Directors may in the future authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate, from time-to-time.

## ARTICLE FIVE

### REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1955 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent at such address is **ROGER BARRY DAVIS**, Attorney at Law.

## ARTICLE SIX

### DIRECTORS

The Board of Directors of the corporation shall consist of not more than four (4) members nor less than two (2) members.

The names and addresses of the first members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
<b>IRVIN ARTHUR</b> Director	c/o Greengrass Enterprises, Inc. 38 East 57 <sup>th</sup> Street - Fourteenth Floor New York, N.Y. 10022
<b>BERNIE WEINTRAUB</b> Director	c/o Greengrass Enterprises, Inc. 38 East 57 <sup>th</sup> Street - Fourteenth Floor New York, N.Y. 10022
<b>KEN GREEGRASS</b> Director	c/o Greengrass Enterprises, Inc. 38 East 57 <sup>th</sup> Street - Fourteenth Floor New York, N.Y. 10022

**ARTICLE SEVEN**

**INCORPORATOR**

The name and address of the incorporator hereof is:

**ROGER BARRY DAVIS**  
1955 Tyler Street  
Hollywood, Florida 33020

**ARTICLE EIGHT**

**COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence upon the filing of these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have subscribed my name to this instrument.



**ROGER BARRY DAVIS**  
as Sole Incorporator

**STATE OF FLORIDA** :

**COUNTY OF BROWARD** :

The foregoing instrument was acknowledged before me this 13<sup>TH</sup> day of Dec., 2000 by **ROGER BARRY DAVIS**, who is personally known to me and who did take an oath.

  
**NOTARY PUBLIC**, State of  
Florida at Large

CAROL ANN SELF  
Print Notary Name



**ACCEPTANCE OF REGISTERED AGENT**

**HAVING BEEN NAMED** to accept service of process of the stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**ROGER BARRY DAVIS**

**FILED**  
**00 DEC 14 AM 11:44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**