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The Law Office of
MARTIN A. PEDATA
Attorney At Law
32660 U.S. Highway 19 North
Palm Harbor, Florida 34684
(813) 942-8113

May 6, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Corporate Filings

Dear Sir/Madam:

Please find enclosed articles of incorporation to be filed with your office, along with the appropriate filing fee. In addition, please find enclosed an application for fictitious name and a \$60 filing fee.

Please file both documents with your office and notify my office of the filing as soon as possible. Thank you for your cooperation in this matter.

Very truly yours,

Martin A. Pedata

Martin A. Pedata

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

FRIENDS TOO, INC.

ARTICLE I-NAME

The name of this corporation is **FRIENDS TOO, INC.**

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business in the real estate sales and real estate development industries.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Stock".

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 32660 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the name of the initial registered agent of this corporation is Martin A. Pedata. The mailing address of the corporation shall be the same as the registered office address.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of the Corporation are: William Kelly, Beverly Kelly, and Calvin Kelly, 3454 Hyde Park Drive, Clearwater, Florida 34621.

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ARTICLE VIII-INCORPORATOR

The name and address of the incorporator signing these Articles is: Martin
A. Pedata, 32660 U.S. Highway 19 North, Palm Harbor, Florida 34684.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify and hold harmless any Officer or Director or any former Officer or Director to the full extent of the law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 25th day of March, 1996.


Martin A. Pedata

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following
is submitted:

Having been named to accept service of process for the above named corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper
performance of my duties.


Martin A. Pedata

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