

997000024889

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Little Buddies, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR 19 PM 4:24

STATE
TALLAHASSEE, FLORIDA

W97-6347

AL MAR 19 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3-18-97	_____	_____
TIME	4:30	_____	CK No. _____
BY	DR	_____	_____

WALK-IN
Will Pick Up _____

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 19, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: LITTLE BUDDIES, INC.
Ref. Number: W9700006341

We have received your document for LITTLE BUDDIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00013816

Corrected
57 MAR 19 PM 12:58
7250-10157

**ARTICLES OF INCORPORATION
OF
LITTLE BUDDIES, INC.**

FILED
97 MAR 19 PM 4: 24
OFFICE OF THE CLERK OF THE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is LITTLE BUDDIES, INC.

ARTICLE II

The existence of the corporation shall begin on March 19, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 2501 S. Ocean Drive, Suite 1739, Hollywood, Florida 33019.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2501 S. Ocean Drive, Suite 1739, Hollywood, Florida 33019. The initial registered agent for the Corporation at that address is Robert Rodgers.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Prepared By:
Sherri B. Simpson, P.A.
6200 Stirling Road
Davie, Florida 33314
(954) 962-1966

FILED

97 MAR 19 PM 4: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Address

Robert Rodgers

2501 S. Ocean Drive
Suite 1739
Hollywood, Florida 33019

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name

Address

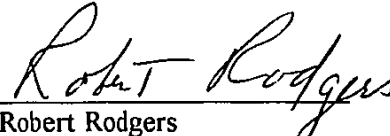
Robert Rodgers

2501 S. Ocean Drive
Suite 1739
Hollywood, Florida 33019

ARTICLE VIII

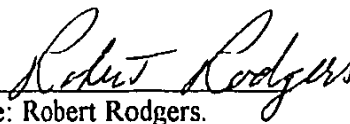
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 10th day of March, 1997.


Robert Rodgers

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LITTLE BUDDIES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Robert Rodgers.

Date: March 10, 1997

Prepared By:
Sherri B. Simpson, P.A.
6200 Stirling Road
Davie, Florida 33314
(954) 962-1966