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TRANSMITTAL LETTER

FILED

97 JUL 22 AM 8 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: July 12, 1997

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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*****78.75 *****78.75

FROM: Ligia M. Parrish
1118 Fleetwood Drive
Port Charlotte, Florida 33748

Ref: "New Filing" for FRIENDLY TRADING CORPORATION

Enclosed please find the original and three copies of the Articles of Incorporation of "FRIENDLY TRADING CORPORATION", along with \$70.00 to cover the filing cost. Please date stamp and return one copy for our records. In the future, we will undoubtedly need a certified copy, however our election is to wait until that time, to request it.

Thank you for your assistance in advance.

PS.

Sincerely,

HAVE INCLUDED AN ADDITIONAL
\$8.25 FOR A RETURN "CERTIFICATE"
AS EVIDENCE OF INCORPORATION

Ligia M. Parrish
Ligia M. Parrish

THANKS AGAIN...

YOUR "INTERNET" ACCESS IS "GREAT"...!!

IN 7-24-97

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

NAME

The name of the corporation shall be:

FRIENDLY TRADING CORPORATION

ARTICLE TWO

PURPOSE

This corporation may engage in any activity or business permitted under the Laws of the United States of America and the Laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which the corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This corporation shall at all times have at least one (1) director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation shall at all times have the minimum of one (1) Director.

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ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

ARTICLE SEVEN

AMENDMENTS

These Articles of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- a. Designation: The stock of this corporation shall be known as **Common Stock**.
- b. Authorized: The maximum number of Shares of Common Stock that this corporation may issue is: **One Hundred Thousand (100,000) Shares**.
- c. Par Value: Each Share of Common Stock shall have the par value of: **One Cent (\$0.01)**.
- d. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- e. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be **fully paid and non-assessable**.
- f. Voting Rights: Each Share of Common Stock shall entitle the record holder thereof to **one (1)** vote upon each proposal presented at meetings of the stockholders of the Corporation.
- g. Cumulative Voting: No holder of Common Stock shall be entitled to any right of Cumulative Voting.
- h. Dividends: Record holders of Common Stock are entitled to receive their Pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

1. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence the required percentage shall be as follows:

1. *Amendments of these Articles of Incorporation;*

Required Percentage - Fifty One Percent (51%).

2. *Sale, Lease or Exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation;*

Required Percentage - Fifty One Percent (51%).

3. *Merger or Consolidation of this corporation into or with any other corporation;*

Required Percentage - Fifty One Percent (51%).

4. *Voluntary Dissolution of this corporation;*

Required Percentage - Fifty Percent (50%).

PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

INCORPORATORS AND DIRECTORS

Ligia M. Parrish	Secretary	24,000	\$ 0.01
1118 Fleetwood Drive	Director		
Port Charlotte, Florida 33948			

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

Ligia M. Parrish Address: 1118 Fleetwood Drive
Port Charlotte, Florida 33948

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The Name of the corporation is: **FRIENDLY TRADING CORPORATION**

The name and address of the registered agent and office is: **Ligia M. Parrish**
1118 Fleetwood Drive
Port Charlotte, Florida 33948

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ligia M. Parrish.
Ligia M. Parrish

JULY 12, 1997
(Date)

The initial address, subscribers and directors of this corporation shall be:

SUBSCRIBER/DIRECTOR - Frank Parrish Jr.


SUBSCRIBER/DIRECTOR - Ligia M. Parrish

STREET ADDRESS:/ PRINCIPAL OFFICE: 1118 Fleetwood Drive
Port Charlotte, Florida 33948

IN WITNESS WHEREOF, the undersigned subscribers do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the Laws of the State of Florida.

Date: July 12, 1997

SUBSCRIBER/DIRECTOR:


Frank Parrish Jr.

SUBSCRIBER/DIRECTOR:


Ligia M. Parrish