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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 532379 7136261

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70.00

ORDER DATE : September 17, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 532379-005

CUSTOMER NO: 7136261

100002301251--0

CUSTOMER: Mr. Joshua Perfitt
MR. JOSHUA PERFIT

204
801 Ne 199th Street
Miami, FL 33179

DOMESTIC FILING

NAME: FRIENDSHIPS & FORTUNES, INC.

FILED
97 SEP 23 PM 12: 23
SEC. OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
______ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: ______

RECEIVED
97 SEP 23 AM 11: 44
DIVISION OF CORPORATION

SN SEP 23 1997

FILED
97 SEP 23 PM 12:23
SEC. ... TALL... STATE ... FLORIDA

ARTICLES OF INCORPORATION
OF
FRIENDSHIPS & FORTUNES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRIENDSHIPS & FORTUNES, INC.

The address of the principal office of this corporation shall be 801 Northest 199th Street, #204, North Miami Beach, Florida 33179, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Joshua Perfit	801 Northeast 199th Street, #204 North Miami Beach, Florida 33179

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on September 23, 1997.

Karen B. Rozar
Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Karen B. Rozar
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

FILED
97 SEP 23 PM 12: 24

MPD/STEPHANIE STSCHERBAN