ACCOUNT	NO		07010000000
ACCOUNT	MO.	:	072100000032

REFERENCE: 968315 139997A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: September 21, 1998

ORDER TIME : 10:57 AM

THE UNITED STATES **CORPORATION**

ORDER NO. : 968315-005

000002644420--8 -09/21/98--01056--005 ****122.50 *****122.50

CUSTOMER NO: 139997A

CUSTOMER: William H. Hallman, Iii, Esq WILLIAM H. HALLMAN, III, ESQ

503 E. Jefferson Street

Brooksville, FL 34601

DOMESTIC FILING

NAME:

FRIENDS 'N' MORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

S'NOLLY MOUS BOO SO HOISTAID

Articles of Incorporation

90 SEP 21 44 9:05

Of

Friends 'n' More, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Friends 'n' More, Inc.

ARTICLE II DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

2915 Commercial Way Spring Hill, Florida 34609

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares authorized \$5.00 par value per share

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Frank Blaszczak 2915 Commercial Way Spring Hill, Florida 34609

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Linda Schoeppner 10073 Heathcliff Street Spring Hill, Florida 34608

ARTICLE VIII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX INDEMNIFICATION

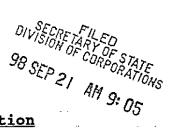
The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 184 day of September, 1998.

Linda Schoeppner



Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

The name of the corporation is:

Friends 'n' More, Inc.

2. The name of the registered agent is:

Frank Blaszczak

3. The address of the registered agent/registered office is:

2915 Commercial Way Spring Hill, Florida 34609

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: September 18, 1998

Frank Blaszczak