

FRIED & ASSOCIATES, P.A.
ATTORNEYS AT LAW

2630 Hollywood Boulevard
Suite 101
Hollywood, Florida 33020

EFFECTIVE DATE
1-1-99

Telephone: (954) 923-2000
Fax: (954) 923-0903

Hyatt M. Fried, Esq.

December 30, 1998

SECRETARY OF STATE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: ARTICLES OF INCORPORATION:
FRIEDOM REAL ESTATE INVESTMENTS, INC.

To Whom it May Concern:

Enclosed please find the initial Articles of Incorporation as above referenced together with the filing fee of \$122.50.

Thank you for your assistance.

Sincerely,

FRIED & ASSOCIATES, P.A.

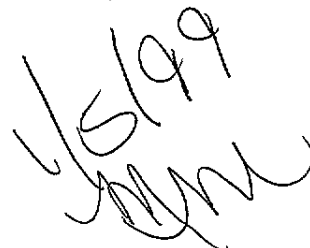
By: 

Hyatt M. Fried, Esq.

HMF/rc
enclosures as stated

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****122.50 ****78.75

FILED
99 JAN -4 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/5/99


EFFECTIVE DATE
1-1-99

ARTICLES OF INCORPORATION
OF
FRIEDOM REAL ESTATE INVESTMENTS, INC.

I, the undersigned, do hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of this Corporation shall be:
FRIEDOM REAL ESTATE INVESTMENTS, INC..

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TALLAHASSEE, FLORIDA

ARTICLE TWO

This corporation shall commence it's existence on JANUARY 1, 1999 and shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized includes the transaction of any and all lawful business for which the Corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE THREE

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock Authorized: 500 Shares

Par Value thereof: 1.00

Characteristics of such stock shall be : Preferred Common

ARTICLES FIVE

The initial street address in the State of Florida of the principal office of this corporation shall be:

2630 Hollywood Boulevard, Suite 101, Hollywood, Florida 33020

ARTICLE SIX

The street address of the initial registered office is:

2630 Hollywood Boulevard, Suite 101, Hollywood, Florida 33020

The name of the initial registered agent is:

HYATT M. FRIED, Esq.

ARTICLE SEVEN

The number of directors of this Corporation shall be not less than one (1) director.

ARTICLE EIGHT

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified:

NAME:

ADDRESS:

HYATT M. FRIED

2630 Hollywood Boulevard, Suite 101, Hollywood, Florida

RONALD L. FRIED

2630 Hollywood Boulevard, Suite 101, Hollywood, Florida

ARTICLE NINE

The name and post office address of the sole subscriber to the Certificate of Incorporation is: Hyatt M. Fried, 2630 Hollywood, Boulevard, Suite 101, Hollywood, Florida 33020

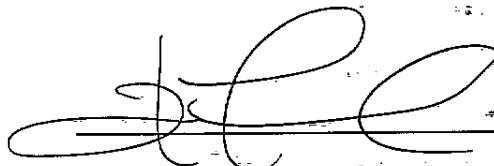
ARTICLE TEN

It is hereby expressly provided that at the option of the shareholder or shareholders of this corporation at a duly called meeting, the shareholder or shareholders shall be given the powers and right to elect to take advantage of certain provisions of the Internal Revenue Code which allows for the election of a corporation to be organized and operated under Subchapter S. The shareholder or shareholders shall further be given the right and option to designate a plan for the issuance of 1244 Stock.

ARTICLE ELEVEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

I, the undersigned being the original sole subscriber to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, do hereunto set my hand and seal this 30th day of December, 1998.

A handwritten signature in dark ink, appearing to read 'H. M. Fried', is written over a horizontal line.

HYATT M. FRIED

STATE OF FLORIDA

COUNTY OF BROWARD

I DO HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above to take acknowledgments, personally appeared before me, HYATT M. FRIED, to me know to be the Sole Subscriber described in and who executed the foregoing Articles of Incorporation, and acknowledged to be before me that she subscribed to said Article of Incorporation.

Witness my hand and official seal at Hollywood, Broward County, Florida this 30th day of December, 1998.

Rochelle Francine Cantor

Notary Public, State of Florida at Large

My commission expires:



Rochelle Francine Cantor
COMMISSION # CC 724694
EXPIRES MAR 15, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

RESIDENT AGENT CERTIFICATE

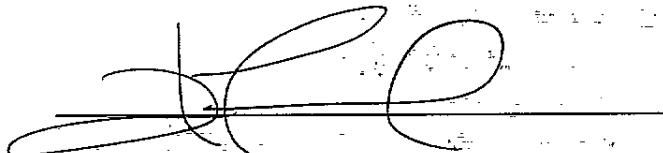
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE (REGISTERED
OFFICE) AND PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

That FRIEDOM REAL ESTATE INVESTMENTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2630 Hollywood Boulevard, Suite 101, Hollywood, Florida, has named HYATT M. FRIED, Esq., located at 2630 Hollywood Boulevard, Suite 101, Hollywood, Florida, as its agent to accept service of process within this state; and does designate such agent's address as its registered office within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


HYATT M. FRIED, Esq.

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