

Confidentiality Agreement

Project:

CONFIDENTIALITY/NON-CIRCUMVENT AGREEMENT

This agreement is made this day of August, 2009, by and between Realty Pros of Naples, LLC, 5th Ave Cafe and , hereinafter collectively referred to as the "Parties".

This agreement is based on the following recitals:

1. The Parties are engaged in the analysis of potential business transactions.
2. The Parties are sharing ("Confidential Business Relationships")
3. In connection with these efforts, it will be necessary for the Parties to exchange confidential competitively sensitive documents and information ("Confidential Information").
4. The Parties have therefore entered into this Agreement in order to limit the disclosure and use of Confidential Information
5. And agree to the Non Circumvent Agreement.

NOW, THEREFORE, in consideration of the foregoing, and the following promises, the Parties agree as follows:

Any Confidential Information or Business Relationships any of the Parties disclose to any of the Parties (a) shall not be used by any Party for individual competitive advantage, (b) shall be kept in strict confidence, and (c) shall not be disclosed to any other person other than senior management of the Parties who need to review the Confidential Information. The Parties will not contact any principal or employee of any company provided by any of the Parties without prior approval of the other Party. In furtherance of the foregoing and without limitation, the Parties agree that unless legally compelled to do otherwise (a) he will use his best efforts to keep the Confidential Information confidential, and will not, without the other Party's prior written consent, disclose any such information to any other person, firm or entity, with the exception of the potential investors he is talking with for the purposes of investing under the terms of this agreement and (b) that he will not use any Confidential Information, other than in conducting confidential business, that may reveal such information.

The Parties promise and agree, at all times, including following the completion of an engagement by the other party, to respect the other Party's Business Relationships and to receive and hold in confidence all documents and information to protect and safeguard the other Party's proprietary confidential information against unauthorized publication or disclosure. Proprietary and confidential information shall consist of all information regarding the business and affairs of the Parties, except any which is published or otherwise available to the general public under circumstances such that the general public may utilize the same without direct or indirect obligation of the Party. Upon request, the Parties shall return immediately all Confidential Information received, together with any and all copies of such information made by it, or otherwise in its possession.

In Witness Whereof, the parties hereto have executed this Agreement on the day and year first written above.

Realty Pros of Naples, LLC

By

By: Anthony P. Listrom
Title: Broker

By: