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BOBBY LEX KIRBY

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(904) 496-3643

May 15, 1996

Hon. Sandra B. Mortham
Secretary of State
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-05/17/96--01006--014
****122.50 ****122.50

Re: Articles of Incorporation: Great Bear International, Inc.

Dear Ms. Mortham

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50.

Please file the original Articles and send me a certified copy.

Thank you for your attention to this matter.

Very truly yours,

Bobby Lex Kirby
Bobby Lex Kirby

FILED
96 MAY 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 5/22/96

ARTICLES OF INCORPORATION
OF
GREAT BEAR INTERNATIONAL, INC.

FILED
96 MAY 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate for the purpose of forming a Corporation under Chapter 607, Florida Statutes, 1995, and adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be GREAT BEAR INTERNATIONAL, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in the business of land development; land purchase and sale; real estate investment and any other lawful business in the State of Florida; except that it is not to engage in or conduct a banking, safe deposit, trust, insurance, security, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of share of stock that this Corporation shall be authorized to have outstanding at any time shall be One Thousand (1,000.00) shares of common stock; each share of One and NO/100 (\$1.00) Dollar Par Value, fully paid and non-assessable. Subscription to stock shall be paid in such matter, and at such time, as the Board of Directors of this Corporation may, by resolution, require.

ARTICLE IV

The amount of capital with which this Corporation shall begin will be One Thousand & 00/100 (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at:

Route 3
Waters Road
Lake Butler, Fl. 32054

ARTICLE VII

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished, from time to time by the Bylaws adopted by the Stockholders. The first Board of Directors, subject to the Bylaws of the Corporation and said Florida General Corporation Act, shall hold office until their successors are elected and qualified in accordance with the Bylaws of the Corporation. The names and addresses of the first Board of Directors is as follows:

Edward Joe Stephenson P.O. Box 705 Lake Butler, Fl. 32054	Debra T. Stephenson P.O. Box 705 Lake Butler, Fl. 32054	Robert T. Perkins P.O. Box 342 Lake Butler, Fl. 32054
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Norman Harold Stephenson P.O. Box 376 Lake Butler, Fl. 32054	Ralph Elvin Hazen P.O. Box 182 Wapita, WY 82450
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ARTICLE VIII

The name and post office address of the Incorporator of these Articles of Incorporation are as follows:

EDWARD JOE STEPHENSON
P.O. Box 705
Lake Butler, Fl. 32054

ARTICLE IX

The Resident Agent for this Corporation shall be EDWARD JOE STEPHENSON, whose post office address is Route 3, Waters Road, Lake Butler, Fl. 32054.

ARTICLE X

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

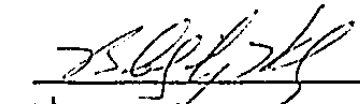
ARTICLE XI

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, I the Incorporator to these Articles of Incorporation , have hereunto subscribed my name this 15th day of May, 1996.



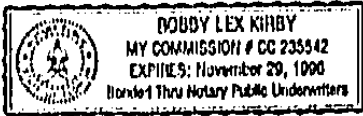
Gustav C. Snyder



Edward Joe Stephenson

STATE OF Florida
COUNTY OF Alachua

THE FOREGOING was acknowledged before me this 15th day of May, 1996, by EDWARD JOE STEPHENSON, who is personally known to me or has produced as identification, and who did (did not) take an oath.



[Signature]
Notary Public

ACCEPTANCE

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

[Signature]
Edward Joe Stephenson

Date: 5-15-96

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RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA