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ACCOUNT NO. : 072100000032

REFERENCE : 522882 4312129

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 522882-005

CUSTOMER NO: 4312129

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-09/09/97--01048--018  
\*\*\*122.50 \*\*\*122.50

CUSTOMER: Lynn Skobern, Legal Asst  
DICKENSON MURDOCH REX & SLOAN,  
CHARTERED  
Suite 410  
980 North Federal Highway  
Boca Raton, FL 33432

DOMESTIC FILING

NAME: BERN BEARS, INC.

EFFECTIVE DATE:

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: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 SEP -9 PM 1:14  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
SEP -9 11:37  
DIVISION OF CORPORATION

SN SEP -9 1997.

**FILED**

97 SEP -9 PH 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Bern Bears, Inc.**

**ARTICLE I.**

**NAME**

**The name of the corporation is:**

**Bern Bears, Inc.**

**ARTICLE II.**

**DURATION**

**This Corporation shall have perpetual existence.**

**ARTICLE III.**

**PURPOSE**

**This Corporation is organized for the purpose of transacting any or all lawful  
business.**

**ARTICLE IV.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 405 NW 72nd Street, Boca Raton, FL 33487.

**ARTICLE V.**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 405 NW 72nd Street, Boca Raton, FL 33487, and the name of the initial registered agent of this Corporation at that address is Lynn M. Skobern.

**ARTICLE VI.**

**BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

Lynn M. Skobern  
405 NW 72nd Street  
Boca Raton, FL 33487

**ARTICLE VII.**

**CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Lynn M. Skobern  
405 NW 72nd Street  
Boca Raton, FL 33487

**ARTICLE IX.**

**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

**ARTICLE X.**

**MEETINGS BY CONFERENCE TELEPHONE**

**Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.**

**ARTICLE XI.**

**ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING**

**The directors of this Corporation may take action by written consent, as provided by law.**

**ARTICLE XII.**

**INDEMNIFICATION**

**The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.**

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

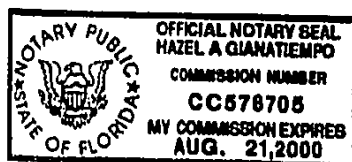
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of July, 1997.

  
Lynn M. Skobern

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 31<sup>st</sup> day of July, 1997, by Lynn M. Skobern. She is personally known to me, or -- produced -- as identification.



  
NOTARY PUBLIC, State of Florida

[SEAL]

Printed Name of Notary/Serial Number


My Commission Expires:

[Articles]

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned being named as Registered Agent to accept service of process of **Bern Bears, Inc.**, at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 31st day of July, 1997.

  
Lynn M. Skobern  
SEP - 9 P11 1:14  
FILED  
STATE  
FLORIDA

07/01/97