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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2007

BATTLE & EDENFIELD, P.A.
% MICHAEL S. EDENFIELD
306 MASON STREET
BRANDON, FL 33511-5212

SUBJECT: THE TEDDY BEAR KREWE, INC.
Ref. Number: W07000017940

We have received your document for THE TEDDY BEAR KREWE, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 307A00024762

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MAXWELL G. BATTLE, JR. •
MICHAEL S. EDENFIELD

BATTLE & EDENFIELD, P.A.
ATTORNEYS AT LAW

206 MASON STREET
BRANDON, FL 33511-5212
(813) 685-3014
FAX (813) 684-5922

ALSO ADMITTED

• COLORADO
• NEW MEXICO
• MONTANA

June 1, 2007

Department of State
Division of Corporations
Attn: Loria Poole
Post Office Box 6327
Tallahassee, Florida 32314

Re: Your Reference No.: 307A00024762

Dear Ms. Poole:

Enclosed herewith please find the following:

- (1) Original Articles of Incorporation for The Teddy Bear Krewe, Inc..

We had previously submitted Articles of Incorporation for The Teddy Bear Krewe, Inc., but those were rejected. Your office should have retained the funds for filing the enclosed Articles of Incorporation. Therefore, please file the enclosed Articles of Incorporation and prove me with a certificate on same.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



Michael S. Edenfield, Esquire

MSE/mdm

Enclosure

C:\Client-Matters\Files\Personal\Rough Riders\TEDDY.BEAR.KREWE\MSE.SECTYSTATE.LTR.01.wpd

THE STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314
TELEPHONE (904) 498-1234
FAX (904) 498-1235
WWW.FLORIDA.CORP.US

ARTICLES OF INCORPORATION

OF

THE TEDDY BEAR KREWE, INC.

Article I - Name

The name of this corporation is THE TEDDY BEAR KREWE, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized and incorporated for the purpose of promoting the collection and distribution of Teddy Bears to children and adults who are confined to hospitals and/or nursing homes, who have special needs or who are otherwise in need of a little cheer and joy injected into their lives.

Article IV - Membership

Membership shall be open to all persons interested in promoting the purpose of The Teddy Bear Krewe, Inc. and shall be further regulated by By-Laws to be adopted.

Article V - Manner of Election

The manner in which the Directors are elected is as stated in the By-Laws.

Article VI - Initial Registered Office and Agent

The name and street address of the initial registered office of this corporation is Michael S. Edenfield, 206 Mason Street, Brandon, Florida 33511.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Michael S. Edenfield, 206 Mason Street, Brandon, Florida 33511-5212

Article VIII - Incorporator

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

Michael S. Edenfield, 206 Mason Street, Brandon, Florida 33511

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act.

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TALLAHASSEE, FLORIDA

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 members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____/____ day of June, 2007.


MICHAEL S. EDENFIELD, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ____ day of June, 2007, by MICHAEL S. EDENFIELD, who is personally known to me and who did ~~not~~ take an oath.



Michael D. Mock
My Commission DD277505
Expires January 12, 2008


NOTARY PUBLIC - State of Florida

Print Name _____

My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, MICHAEL S. EDENFIELD, do hereby accept the designation as Registered Agent for THE TEDDY BEAR KREWE, INC.. Further, that the registered office of THE TEDDY BEAR KREWE, INC. shall be maintained at 206 Mason Street, Brandon, Florida 33511-5212.


MICHAEL S. EDENFIELD,
As Registered Agent for
THE TEDDY BEAR KREWE, INC.

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