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KIMBERLY A. BLANKENSHIP, ATTORNEY AT LAW
1474 SOUTH THIRD STREET
JACKSONVILLE BEACH, FLORIDA 32250-6310

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January 11, 1999

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O.B. 6327
Tallahassee FL 32314

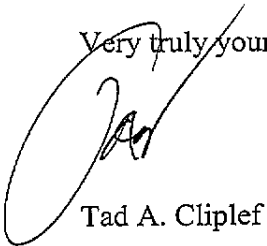
Re: Jacksonville Regional Bear Association, Inc.

Dear Clerk:

Attached are Articles of Incorporation for the above named non-profit corporation.
Included is a check for \$78.75 to cover the filing fee, registered agent designation, and a certificate of status.

If you have any questions, please contact me directly.

Very truly yours,



Tad A. Cliplef

Enclosures

FILED
99 JAN 13 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 15 1999

ARTICLES OF INCORPORATION
OF
JACKSONVILLE REGIONAL BEAR ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of the Corporation is JACKSONVILLE REGIONAL BEAR ASSOCIATION, INC.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation and its mailing address is c/o The Eagle, 1402 San Marco Blvd, Jacksonville, Florida 32207.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purpose for which the Corporation is organized is a social club.

ARTICLE FIVE

Directors

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE SIX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 1474 South Third Street, Jacksonville Beach, Florida, 32250-6310. The initial registered agent of the Corporation at that address shall be Kimberly A. Blankenship, Esq.

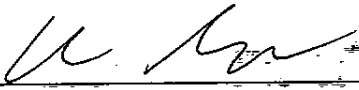
ARTICLE SEVEN

Incorporators

The names and addresses of the incorporator is:

	<u>Address</u>
Kimberly A. Blankenship, Esq.	1474 S. Third St, Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, I have subscribed my name this 11th day of January, 1999.



Kimberly A. Blankenship, Incorporator

This instrument was prepared by Kimberly A. Blankenship, Esq., whose address is 1474 S. Third Street, Jacksonville Beach, Florida, 32250-6310.

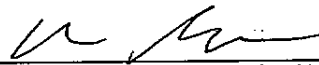
DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is JACKSONVILLE REGIONAL BEAR ASSOCIATION, INC.
2. The address of the registered office is 1474 South Third Street, Jacksonville, Beach, Florida 32250.
3. The name of the registered agent at the registered office is Kimberly A. Blankenship, Esq.

Dated: 1/11/99

JACKSONVILLE REGIONAL BEAR ASSOCIATION, INC.



Kimberly A. Blankenship, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, Kimberly A. Blankenship Esq., having been named as registered agent and to accept service of process for the above-named 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.

Dated: 1/11/99



Kimberly A. Blankenship, Esq.

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99 JAN 13 AM 10: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA