P80000012128

December 28, 1999

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: BEAR PROPERTIES CORP.

700003116277--2 -01/31/00--01102--002 ****122.50 *****78.75

Gentlemen:

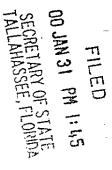
Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

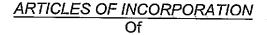
Very truly yours,

Sidney Simon

C/O GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 WEST PALM BEACH, FL 33410







CALCANA, PAINS

BEAR PROPERTIES CORP.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BEAR PROPERTIES CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one one hundredth Dollar (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 PALM BEACH GARDENS, FL 33410 The principal office or mailing address of the corporation is:

C/O GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 WEST PALM BEACH, FL 33410

ARTICLE VI - 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 names and addresses of the initial director of the corporation are as follows:

DIRECTOR / PRESIDENT

SIDNEY SIMON C/O GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 WEST PALM BEACH, FL 33410

GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 PALM BEACH GARDENS, FL 33410 **DIRECTOR**

ARTICLE VII - INCORPORATORS

GEORGE HOFFMAN, ESQUIRE CORPORATE COUNSEL 8902 N. MILITARY TRAIL PMB #517 PALM BEACH GARDENS, FL 33410

SIDNEY SIMON C/O GEORGE HOFFMAN, ESQUIRE CORPORATE COUNSEL 8902 N. MILITARY TRAIL PMB #517 WEST PALM BEACH, FL 33410

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this **28TH day of December**, **1999**

SIDNEY SIMON

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

BEAR PROPERTIES CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

8902 N. MILITARY TRAIL PMB #517 PALM BEACH GARDENS, FL 33410

has named

GEORGE HOFFMAN, ESQUIRE 8902 N. MILITARY TRAIL PMB #517 PALM BEACH GARDENS, FL 33410 FILED

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located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law-in keeping open said office.

George Hoffman, Esquire, Registered Agent