

Gary Baker
ATTORNEY AT LAW
P.O. BOX 1177
CALLAHAN, FLORIDA 32011
(904) 879-4111

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January 24, 2000

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****122.50 *****78.75

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32301

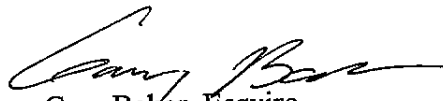
Re: Bearly Kountry, Inc.

Dear Sir or Madam:

Please find enclosed the original and one set of Articles of Incorporation, for the above referenced corporation. Also, enclosed is the check for said filing fees.

If you have any questions concerning this matter please feel free to contact the office.

Sincerely,


Gary Baker, Esquire

GB/lb

Enclosures

FILED
00 FEB 16 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T BROWN FEB 16 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2000

GARY BAKER, ESQ.
P.O. BOX 1177
CALLAHAN, FL 32011

SUBJECT: BEARLY KOUNTRY, INC.
Ref. Number: W00000002971

We have received your document for BEARLY KOUNTRY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VII states there will be three director(s), whereas two is/are listed.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 800A00005008

ARTICLES OF INCORPORATION

OF

BEARLY KOUNTRY, INC.

FILED
00 FEB 16 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Article of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of this corporation is:

BEARLY KOUNTRY, INC.

The general nature of the business to be transacted by this corporation is, any lawful business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is nor to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fail or exposition.

To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporations or otherwise, when deemed in the interest of the corporation.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now and hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be constructed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the power or purposes of this corporation.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

500 shares \$1.00 per value

ARTICLE III. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE IV. TERM

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The address of the principal office of this corporation in the State of Florida is:

512 South Kings Road, Callahan, Florida 32011

The board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VI. DIRECTOR

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors of this corporation are:

- | | |
|-----------------|---|
| 1. Linda Purvis | Post Office Box 1688
Callahan, Florida 32011 |
| 2. Sandra Lynch | Post Office Box 1688
Callahan, Florida 32011 |

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber of the Articles of Incorporation are:

Linda Purvis
BEARLY KOUNTRY, INC., 512 South Kings Road, Callahan, Florida 32011.

ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend to repeal any provisions contained in these Article of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of the corporation impose such restriction on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under these statutes of laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficient of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such contract or transaction, and for all disclosed or known to the Board of Directors and the Board of Directors shall,

nevertheless, authorize, approve or ratify such contact or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining; whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members of their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE X. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person which may have served as its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. AMENDMENT

These 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 stockholders' 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 the Articles of incorporation be made.

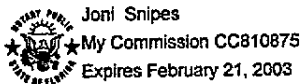
IN WITNESS WHEREOF, LINDA PURVIS, the undersigned incorporation, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 20 day of January, 2000.

Linda Purvis
LINDA PURVIS

**STATE OF FLORIDA
COUNTY OF NASSAU**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Linda Purvis to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledge before me that he subscribed to this Articles of Incorporation,

204 WITNESS my hand and official seal in the County and State names above this day of Jan., 2000.



Joni Snipes
NOTARY PUBLIC
State of Florida
My Commission Expires:

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of process Within the State, naming Agent upon whom Process May Be Served and Names of Addresses of the Officers and Directors.

The following is submitted, in compliance with chapter 48.091, a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 512 South Kings Road, Callahan, Florida 32011, County of Nassau, State of Florida, has named Linda Purvis, 512 S. Kings Rd., Callahan, Florida 32011, as its agent to accept service of process within the State.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
Linda Purvis	President-Director	Post Office Box 1688 Callahan, Florida 32011
Sandra Lynch	Secretary/Treasure	Post Office Box 1688 Callahan, Florida 32011

DIRECTORS

SPECIFIC ADDRESS

Linda Purvis

same as above

Sandra Lynch

same as above

BY Linda Purvis
Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of Process Linda Purvis at 512 South Kings Road, Callahan, Florida 32011 in some conspicuous place in office as required by law.

Linda Purvis
Resident Agent
Linda Purvis

FILED
00 FEB 16 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA