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To:

Division of Corporations

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From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone : (305)599-0839 Fax Number : (305)716-0346 DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

A BEAR'S CLAW, INC.

A BEAR'S CLAW OF South Florida, Inc.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 26, 2000

FAS-T

SUBJECT: A BEAR'S CLAW, INC.

REF: W00000010911

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS BEAR CLAW, INC. DOC #P97000094833.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight Document Specialist FAX Aud. #: H00000019610 Letter Number: 600A00022798

ARTICLES OF INCORPORATION

A BEAR'S CLAW OF SOUTH FLORIDA, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

<u>ARTICLE I</u>

The name of this corporation shall be A BEAR S CLAW OF SOUTH FLORIDA, INC. and its principle place of business shall be: 400 COMO AVE. CORAL GABLES ,FL 33146 and any other location that the board of directors may deem appropriate.

<u>ARTICLE II</u>

RESIDENT AGENT

The resident agent of the corporation shall be SABINA DANENBERG 400 COMO AVE CORAL GABLES, FL 33146.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose or objet to be transacted, promoted or carried on by this corporation is any activity or business permitted under the laws of the United States and of the States of Florida,

ARTICLE IV

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is five hundred (500) of common stock.

<u>AMOUNT OF CAPITAL</u>

The amount of capital with which the corporation will begin business will be a minimum of five hundred dollars (\$500,00).

ARTICLE VI DURATION

This corporation is to have perpetual existance, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VII DIRECTORS

The affairs of the corporation will be managed by 1 directors. The names and addresses of the individuals who are to serve as directors until new directors are elected at the shareholders meeting are:

NAME

ADDRESS

SABINA DANENBERG

400 COMO AVE CORAL GABLES FL 33146

ARTICLE VIII OFFICERS

The names and addresses of the individuals who will serve as the initial officer of the corporation until new officers of the corporation are appointed at the time of the first meeting of the shareholders are as follows:

NAME

ADDRESS

SABINA DANENBERG PRESIDENT

400 COMO AVE CORAL GABLES FL 33146

We, the undersigned, being the original subscriber to this certificate of incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 25 day of 2000.

SABINA DANENBERG

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida statuates, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office\ registered agent, in the State of Florida.

1. The name of the corporation in A BEAR'S CLAW OF SOUTH FLORIDA, INC.

1. The name and address of the registered agent and office SABINA DANENBERG 400 COMO AVE CORAL GABLES FL 33146

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHURE AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I'M FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATE