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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 30 PM 2:33

ACCOUNT NO. : 072100000032

REFERENCE : 713232 4385680

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : May 30, 2000

ORDER TIME : 11:06 AM

ORDER NO. : 713232-005

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CUSTOMER NO: 4385680

CUSTOMER: Mark Meland, Esq  
MELAND & RUSSIN  
MELAND & RUSSIN  
Suite 2420  
200 S. Biscayne Blvd.  
Miami, FL 33131

DOMESTIC FILING

NAME: MAGNOLIA BEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 30 PM 12:08

RECEIVED

*JR 5/30/00*

**ARTICLES OF INCORPORATION**

**OF**

**MAGNOLIA BEAR, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLE I - Name**

The name of the corporation is MAGNOLIA BEAR, INC. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.  
Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

710 West 51<sup>st</sup> Street  
Miami Beach, Florida 33140

**ARTICLE VI - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Mark S. Meland, Esq.

Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

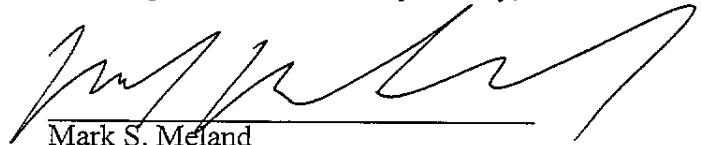
**ARTICLE IX - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE X - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Mark S. Meland  
Incorporator

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By:

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Mark S. Meland

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