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Requester's Name

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00 AUG 14 AM 9: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requester's Name

Kim T. Coady

Phone

941 755-1130

Company

Cook Accounting Service

Address

5421 15th St. E.

Dept./Room/Suite/Room

City

Bradenton

State

FL

ZIP

34203

300003355383-2

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

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BEARFOOT Enterprises, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

PN 8/18/00

**ARTICLES OF INCORPORATION
OF
BEARFOOT ENTERPRISES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be known as **Bearfoot Enterprises, Inc.**

ARTICLE II

The existence of this Corporation shall be in perpetuity.

ARTICLE III

The purpose of this corporation is to do any lawful business.

ARTICLE IV

This corporation shall have the following powers:

- All powers given to a corporation under the Statutes of the State of Florida.
- To exercise all powers presently or hereinafter conferred by the law upon corporations, to do any and all things to the same extent as a natural person might or could do, and to enjoy all the powers necessary and proper to effectuate the purpose of the corporation..
- To have existence independent of the death or withdrawal of the members.
- To sue or be sued in the corporate name.
- To acquire, hold, and convey property for corporate purpose in the corporate name.
- To have a seal.
- To make by-laws.

ARTICLE V

- A. This corporation shall have only one class of stock, known as common stock.
- B. The number of authorized shares of common stock shall be 10.
- C. The par value of each share shall be \$50.00 per share.
- D. All shares issued and outstanding have the right to:
 - 1. Participate ratably in earnings by way of dividends when, as, and if declared by the Board of Directors, usually in the exercise of their discretion, out of legally available funds.
 - 2. The right to participate in the net assets, after liabilities to creditors, upon liquidation.
 - 3. The right to participate ratably in the control by one vote, non-cumulative, per share.
- E. Stock warrants may be issued from time to time to purchase authorized, but unissued, stock.

ARTICLE VI

The minimum capital to be paid into this Corporation before it shall commence business shall be Five Hundred Dollars. (\$500.00)

ARTICLE VII

This Corporation shall have no pre-emptive rights to its attaching to its common stock as to any new issue of stock prior to its offer to any other person or to the public at large.

ARTICLE VIII

The Board of Directors are to meet annually or more frequently, at Special Meetings called by the Chairman of the Board.

- A. Board of Directors will meet annually as set out in the by-laws. This annual Meeting may be

- held within or without the State of Florida.
- B. Special Board Meetings may be called at any time by the Chairman of the Board or acting Chairman.
 - C. Notice of any Meetings, including Special Meetings, must be on one days notice prior to such Annual or Special Meeting, through the mail or by telephone or by any other verbal or written communication.
 - D. Notice of any Board Meeting or Special Meeting shall be waived by the presence and participation of any Board Member.
 - E. Waiver of Notice requirement under Section D hereof may be made in writing before or after such meeting, whether Annual or Special.

ARTICLE IX

This Corporation shall have no less than one (1) Director nor more than ten (10), as set out in the by-laws.

ARTICLE X

The original and initial Directors of the Corporation shall be:

Thomas E. Flourney
1603 20th Avenue West, Palmetto, Florida 34221

David R. Porter
1603 20th Avenue West, Palmetto, Florida 34221

They shall serve in this capacity until the first annual shareholder's meeting, as set out in the by-laws.

ARTICLE XI

The principle place of business of this Corporation shall be :
1603 20th Avenue West, Palmetto, Florida 34221

ARTICLE XII

Any transaction between the Corporation and another shall not be affected because one or more of its Directors has a personal interest in the transaction or is connected with such other person.

ARTICLE XIII

The President of this Corporation shall be appointed by the Board of Directors and the President shall be a member of the Board, after such an appointment.

ARTICLE XIV

These Articles of Incorporation shall be amended from time to time by a majority vote of the stockholders.

ARTICLE XV

The original subscribers to the stock is as follows:

Thomas E. Flourney	President	51%
David R. Porter	Vice President	49%

ARTICLE XVI

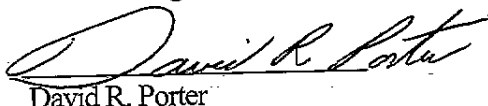
The incorporators of this incorporation are over Twenty-one years of age, are residents and citizens of the State of Florida, and they are as follows:

Thomas E. Flournoy 1603 20th Avenue W.
David R. Porter 1603 20th Avenue W.

Palmetto, Florida 34221
Palmetto, Florida 34221

Their signatures are herein affixed and acknowledged.


Thomas E. Flournoy


David R. Porter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared Thomas E. Flournoy & David R. Porter, to me well known, and known to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me, that they executed this instrument for the purpose herein expressed.

WITNESS my hand and official seal, this 8th day of August, 2000 AD

NOTARY PUBLIC - STATE OF FLORIDA
RUTH COOK
COMMISSION # CC652673
EXPIRES 9/23/2001
BONDED THRU ASA 1-888-NOTARY1

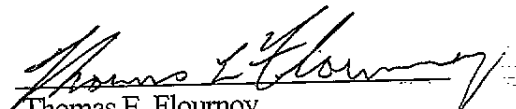

NOTARY PUBLIC

DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 24,091, Florida Statutes, the following is submitted in compliance with said act: Bearfoot Enterprises, Inc., under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Bradenton, State of Florida, County of Manatee, has named, Thomas E. Flournoy, 1603 20th Avenue W. Palmetto, Florida as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service or process for the above stated Corporation, at the place designated in the certificate, I hereby accept to act in this capacity with the provisions of said act, relative to keeping open said office.


Thomas E. Flournoy
1603 20th Avenue West
Palmetto, Florida 34221