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LAW FIRM OF GREGORY P. FARRAR

ATTORNEY AND COUNSELOR AT LAW

109. N. PALAFOX ST. • P.O. BOX 12381 • PENSACOLA, FLORIDA 32582-2381 • TELEPHONE (850) 434-8904 • FAX (850) 434-8922

GREGORY P. FARRAR, P.A.

October 16, 2000

LICENSED IN FLORIDA MISSISSIPPI WASHINGTON, D.C.

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

SUBJECT: ABEAR ENTERPRISES

EFFECTIVE DATE 10-16-00

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and certified these articles.

A check for \$78.75 is enclosed. This represents payme

ARTICLES OF INCORPORATION

FROM:

GREGORY P. FARRAR 109 North Palafox St. Pensacola, Florida 32501 (850) 434-8904

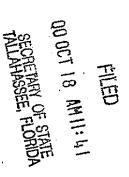
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ARTICLES OF INCORPORATION

OF

ABEAR ENTERPRISES INC.



The undersigned incorporator(s) hereby adopt the following Articles of Incorporation:

I. CORPORATE NAME

ABEAR ENTERPRISES INC.

TO-10-00

II. PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 9810 Heather Drive, Cantonment, Florida 32533

III. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is One Hundred (100), all of which shall be common stock shares with par value of One Dollar (\$1.00).

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock so to be issued.

IV. REGISTERED AGENT AND OFFICE

The street address of the Corporation's initial registered office is: 9810 Heather Drive, Cantonment, Florida 32533. The name of the Corporation's initial registered agent at such office is: LARRY HEBERT.

V. INCORPORATORS

The name and address of each incorporator of the Corporation is:

P. LARRY HEBERT 9810 Heather Drive Cantonment, Fl. 32533 V.P. LARRY HEBERT 9810 Heather Drive Cantonment, Fl. 32533 Sec. LARRY HEBERT 9810 Heather Drive Cantonment, Florida 32533

VI. EFFECTIVE DATE

The effective date of this incorporation shall be: 10/16/00

IN WITNESS WHEREOF we have subscribed our names this 16 day of 100 , 2000.
LARRY HEBERT
Incorporator: STATE OF FLORIDA
Sworn to and subscribed before me by LARRY HEBERT this day of
Notary Public Gregory Farrar
ACCEPTANCE OF REGISTERED AGENT Commission (C 880871 Expires Nov. 30, 2003 Bonded Thru Atlantic Bonding Co., Inc.

Having been named as registered agent to accept service for this Corporation at the registered office, I agree to act in this capacity and to comply with all applicable laws of the State of Florida.

LABRY HEBERT
Registered Agent
Dated:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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 is: ABEAR ENTERPRISES INC.
- 2. The name and address of the registered agent and office is:

Office.

9810 Heather Drive Cantonment, Florida 32533

Agent: LARRY HEBERT 9810 Heather Drive Cantonment, Florida 32533 SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ARRY HEBERT

DATED