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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BEAR WELLNESS, INC.

Certificate of Status	0
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APR 26 2000

ARTICLES OF INCORPORATION
OF

Bear Wellness, Inc.

The undersigned incorporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Bear Wellness, Inc.

The principal place of business of this corporation shall be:

**P.O. Box 3875
Miami Beach, Fl 33140**

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Isabel Lopez - President/Secretary
Mary E. Prados - Treasury
420 Lincoln Road # 357
Miami Beach, Fl 33139

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Mary E. Prados - Treasury
420 Lincoln Road # 357
Miami Beach, Fl 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this date of April 24, 2001

Signature of Incorporator

La

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

Bear Wellness, Inc.

2. The name and address of the registered agent and office is:

Mary E. Prados - Treasury
420 Lincoln Road # 357
Miami Beach, FL 33139

Signature

L. C. [Signature]

Title

Registered Agent / Treasurer

Date

4/25/01

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.325, Florida Statutes.

Signature

[Signature]

Date

4/25/01