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ROBERT E. OGLESBY, P.A.

ATTORNEY AT LAW  
ONE CLEARLAKE CENTRE  
SUITE 1400  
250 AUSTRALIAN AVENUE SOUTH  
WEST PALM BEACH, FLORIDA

August 24, 2001

PLEASE REPLY TO  
WEST PALM BEACH, FL 33401  
(561) 835-8842  
Telecopier (561) 835-8891  
E-MAIL OGLESBYR@AOL.COM

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

600004564316--4  
-08/30/01--01063--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Beare & Associates, Inc.

Dear Sir:

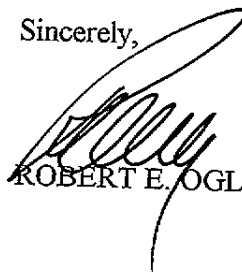
We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Fee	35.00

We would appreciate receiving a certified copy of the Certificate of Incorporation at your earliest convenience.

Sincerely,

  
ROBERT E. OGLESBY

REO:cg  
Enclosure  
cc: Beare & Associates, Inc.

FILED  
01 AUG 30 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BEARE & ASSOCIATES, INC.  
(A Corporation for Profit)

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01 AUG 30 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is BEARE & ASSOCIATES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the corporation is 116 Fox Meadow Run, Jupiter, FL 33458.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 116 Fox Meadow Run, Jupiter, FL 33458, and the name of the initial registered agent of this corporation at that address is ROBERT L. BEARE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is as follows:

ROBERT L. BEARE  
116 Fox Meadow Run  
Jupiter, FL 33458

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is ROBERT L.

BEARE, at 116 Fox Meadow Run, Jupiter, FL 33458.


ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of August, 2001.


  
ROBERT L. BEARE

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared ROBERT L. BEARE, who first by me being duly sworn, says: That he is the incorporator in the above and foregoing Articles of Incorporation; that he has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

The foregoing instrument was acknowledged before me this 27 day of August, 2001, by ROBERT L. BEARE, who is personally known to me.

  
CHARLENE A. GRIFFITH  
Print Name of Notary



Charlene A. Griffith  
MY COMMISSION # CC999856 EXPIRES  
May 15, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

(seal)

I am a Notary Public of  
the State of Florida  
having a commission  
number

CC 999856

My commission expires:

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, ROBERT L. BEARE, having been named to accept service of process for BEARE & ASSOCIATES, INC., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 27 day of August, 2001.



ROBERT L. BEARE, as Registered  
Agent

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01 AUG 30 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA