

Division of Corporations

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

From: Account Name : BOWMAN, GEORGE, SCHEB, TOALE & ROBINSON, P.A.
Account Number : I19990000222
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FLORIDA PROFIT CORPORATION OR P.A.

Village Bears, Inc.

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VILLAGE BEARS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Village Bears, Inc., and the address is: 3948 Somerset Cove Drive, Sarasota, Florida 34242.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Authorization. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, service, property, or other securities of the corporation; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 3948 Somerset Cove Drive, Sarasota, Florida 34242, and the name of its initial Registered Agent at that address is Donald D. Gehlbach.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Donald D. Gehlbach
3948 Somerset Cove Drive
Sarasota, FL 34242

Article 8. Initial Board of Directors. The names and addresses of the individuals who are to serve as initial directors is as follows:

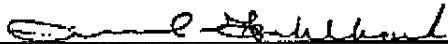
Donald D. Gehlbach
3948 Somerset Cove Drive
Sarasota, FL 34242

Ann L. Gehlbach
3948 Somerset Cove Drive
Sarasota, FL 34242

Sarah C. DiFrank
4127 Center Gate Boulevard
Sarasota, Florida 34233

James DiFrank
4127 Center Gate Boulevard
Sarasota, Florida 34233

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 20 day of December, 2001.



Donald D. Gehlbach, Incorporator

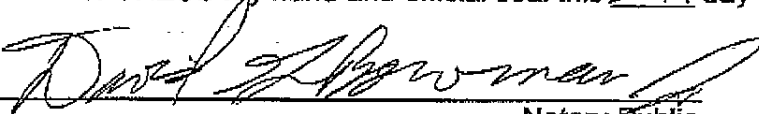
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STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Doanid D. Gehlbach who is personally known to me or produced his Florida Driver's License as identification and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of December, 2001.


Notary Public



David G. Bowman, Jr.
MY COMMISSION # CC871893 EXPIRES
November 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Village Bears, Inc., which is contained in the foregoing Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations of that position.

DATED this 20th day of December, 2001



Donald D. Gehlbach, Registered Agent

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