

Division of Corporations

P02000038155**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000076358 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR - 8 AM 8:52**To:**Division of Corporations
Fax Number : (850) 205-0381**From:**Account Name : PIPER MARBURY RUDNICK & WOLFE
Account Number : 076424002364
Phone : (813) 229-2111
Fax Number : (813) 229-1447

306293-000001

FLORIDA PROFIT CORPORATION OR P.A.**Bear Franchising Corp.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

m 4/9

H02000076358

**ARTICLES OF INCORPORATION
OF
BEAR FRANCHISING CORP.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act "Act"), as follows:

**I.
Name**

The name of the Corporation is **Bear Franchising Corp.**

**II.
Term of Existence**

The date when corporate existence will commence is April 8, 2002 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 3100 South Dixie Highway, Coconut Grove, Florida 33133.

**IV.
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.
Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

H02000076358

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
APR - 8 AM 8:52

H02000076358

Name

John Steele

Address

3100 South Dixie Highway
Coconut Grove, Florida 33133

VII.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

David A. Beyer

Address

c/o Piper Rudnick LLP
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602

VIII.

Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.

Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.

Indemnification


The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

H02000076358

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 8, 2002.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: April 8, 2002.


DAVID A. BEYER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR - 8 AM 8:52