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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

bear realty group, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEAR REALTY GROUP, INC.

The undersigned subscribers to these Articles of Incorporation; natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEAR REALTY GROUP, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time in One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

David A. Kobrin, P.A.
8900 S.W. 107th Avenue, #206
Miami, FL 33176
(305)596 0124
FL Bar No. 226459

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ARTICLE IV. ADDRESS

The street address of the initial principal office of the corporation shall be 8900 S.W. 107th Avenue, #206, Miami, Florida 33176, and the name of the initial registered agent of the corporation at the aforesated address is David A. Kobrin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporators that the corporation may qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S. corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Dwight A. Borelli	c/o David A. Kobrin, Esq. 8900 S.W. 107th Avenue, #206 Miami, FL 33176
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ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

President/Secretary	Dwight A. Borelli
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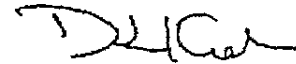
ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation
is:

David A. Kobrin

8900 S.W. 107th Ave., #206
Miami, FL 33176

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on
this 28th day of February 2003.

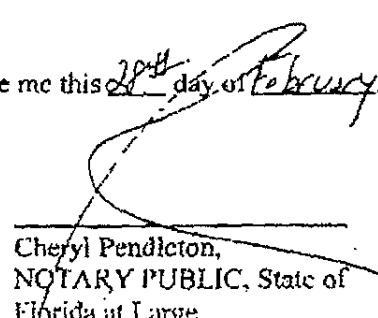


DAVID A. KOBRIN

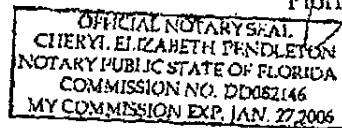
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28th day of February
2003.


Cheryl Pendleton,
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



TOTAL P.05

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

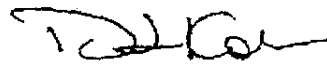
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That BEAR REALTY GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named David A. Kobrin located at 8900 S.W. 107th Avenue, #206, Miami, Florida 33176, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RESIDENT AGENT

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