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FLORIDA PROFIT CORPORATION OR P.A.

Bear Bottom Beach Club Inc.

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3/10 ✓

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Bear Bottom Beach Club Inc.

Article II. Address

The Corporation's mailing address is:
Bear Bottom Beach Club Inc.
209 Duval Street
Key West FL 33040

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Michael Halpern
209 Duval Street
Key West FL 33040

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Michael Halpern

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

William Friedlander, Esq. | FL Bar Member
The Friedlander Law Firm, P.L.C.
P.O. Box 5527
Key West FL 33045
305-294-3003

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

William Friedlander, Esq.
The Friedlander Law Firm, P.L.C.
P.O. Box 5527
Key West FL 33045

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 10, 2003.

The undersigned incorporator executed these Articles of Incorporation on March 10, 2003.



WILLIAM FRIEDLANDER, ESQ.
by V. Cine as attorney-in-fact

William Friedlander, Esq. 1 FL Bar Member
The Friedlander Law Firm, P.L.C.
P.O. Box 5527
Key West FL 33045
305-294-3003

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

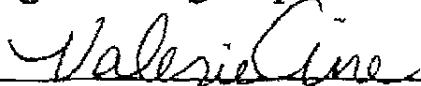
CORPORATION:

Bear Bottom Beach Club Inc.

REGISTERED AGENT/OFFICE:

Michael Halpern
209 Duval Street
Key West FL 33040

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHAEL HALPERN
by V. Cine as attorney-in-fact

Date: March 10, 2003

William Friedlander, Esq. | FL Bar Member
The Friedlander Law Firm, P.L.C.
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