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AUTHORIZATION BY PHONE TO

CORRECT Art - III

DATE 5/16

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EFFECTIVE DATE

05-07-03

05/09/03--01044--011 **78.75

FILED
03 MAY -9 PM 3:06
CLERK OF DISTRICT COURT
STATE OF NEW YORK

BEAR TRUST INVESTMENTS, INC.
1581 BACKWATER DRIVE
MIDDLEBURG, FLORIDA 32068

PHONE (904)237-3294

May 7, 2003

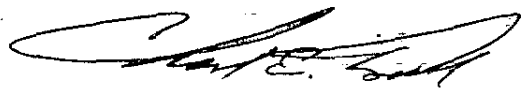
Florida Department of State
Divisions of Corporate of State
P. O. Box 6327
Tallahassee, Florida 32314

Gentleman,

Request enclosed incorporations papers be accepted by the State of Florida as a Corporation as of May 7th, 2003.

Enclosing a payment in the amount of \$78.75 for Corporate Fees for incorporation of the above Corporation.

Sincerely,

A handwritten signature in black ink, appearing to read "Chad E. Todd", is written over a horizontal line.

Chad E. Todd, President

ARTICLES OF INCORPORATION

BEAR TRUST INVESTMENTS, INC

ARTICLE I

EFFECTIVE DATE
05-07-03

The name of this corporation is: BEAR TRUST INVESTMENTS, INC

ARTICLE II

The initial principal officer of the corporation is:

Chad E. Todd
1581 Backwater Drive
Middleburg, Florida 32068

Mailing address for this corporation will be 1581 Backwater Drive, Middleburg, Florida 32068.

ARTICLE III

This corporation is to begin corporate activity on May 7, 2003. Beginning business May 7, 2003, shall exist perpetually in the State of Florida of the United States.

ARTICLE IV

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes, and the doing of all lawful things related thereto.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

This corporation is authorized to issue Three Hundred (300) shares of One and no/100 Dollars (\$1.00) per par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" BY A RESOLUTION RECORDED IN THE CORPORATION'S MINUTE BOOK. Shares of nonvoting stock may be issued, as is determined from time to time by board of directors.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

Chad E. Todd
1581 Backwater Drive
Middleburg, Florida 32068

Mailing address of this corporation shall be: 1581 Backwater Drive, Middleburg, Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the business affairs of the corporation and shall be managed under the direction of, the board of directors. All additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The name and address of the initial director is:

Chad E. Todd
1581 Backwater Drive
Middleburg, Florida 32068

The mailing address for above director shall be:

1581 Backwater Drive
Middleburg, Florida 32068

ARTICLE VIII

RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer of alienation of shares.

ARTICLE VIII

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 75%) of the voting stock of the corporation that is present, at any regular meeting of the shareholders. Or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE X

The name and address of the person signing these Articles of Incorporation is:

Chad E. Todd
1581 Backwater Drive
Middleburg, Florida 32068

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
Of Incorporation, this 7th day of May 2003.

A handwritten signature in cursive script, appearing to read "Chad E. Todd", written in dark ink.

Chad E. Todd

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

Bear Trust Investments, Inc, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this state:

Chad E. Todd
1581 Backwater Drive
Middleburg, Florida 32068

Mailing address of above agent is: 1581 Backwater Drive, Middleburg, Florida 32068.

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above Stated Corporation, at the place designed in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



Chad E. Todd

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03 MAY -9 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA