

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 : STANTON AND GASDICK, P.A.  
Account Number : 075350000152  
Phone : (407)423-5203  
Fax Number : (407)425-4105

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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.****BEAR CREEK MANAGEMENT, INC.**

|                       |         |
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| Certificate of Status | 0       |
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| Page Count            | 04      |
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**ARTICLES OF INCORPORATION  
OF  
BEAR CREEK MANAGEMENT, INC.**

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

**ARTICLE I - NAME**

The name of the Corporation is: BEAR CREEK MANAGEMENT, INC.

**ARTICLE II - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III - 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 General 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 IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share and shall be designated as voting or non-voting.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 37 North Orange Avenue, Suite 210, Orlando, Florida 32801 and the name of its initial Registered Agent at that address is Michael J. Gasdick.

**ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial Principal Office of the corporation and its mailing address are: 402 Gatlin Avenue, Orlando, Florida 32806.

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS/OFFICERS**

The Corporation shall have two (2) directors initially. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the Shareholders, but shall never be less than one (1). The name and address of the initial directors and Officers of the Corporation are: Andrew D. Jubelt, Director and President 120 Wooster Street, New York, New York 10012 and Jeffrey Goldstein, Director and Vice President c/o Arco Management Corp, 2 Executive Blvd., Suite 301, Suffern, New York 10901.

**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is as follows: Michael J. Gasdick, 37 North Orange Avenue, Suite 210, Orlando, Florida 32810.

**ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing of these Articles of Incorporation.

**ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify the Incorporation and each Officer and Director, including any former Officer(s) and Director(s), to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this \_\_\_\_ day of June, 2003.

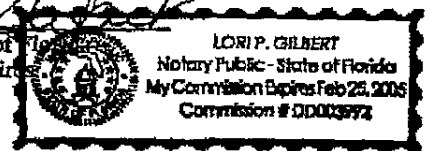
  
Michael J. Gasdick  
Incorporator

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STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared, Michael J. Gasdick, who is ☒ personally known to me or produced 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 20 day of June, 2003.Notary Public, State of Florida  
My Commission Expires**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of BEAR CREEK MANAGEMENT, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is a resident of Florida and is familiar with, and accepts, the obligations of this position.

DATED this \_\_\_ day of June, 2003.

A handwritten signature in cursive script, appearing to read "Michael J. Gasdick".  
Michael J. Gasdick, Registered Agent

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