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FLORIDA PROFIT CORPORATION OR P.A.

SunBear, Inc

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ARTICLES OF INCORPORATION
OF
SUNBEAR, INC.

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We (I), the undersigned, do hereby certify that we (I) have associated ourselves (myself) together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We (I) further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

Article I

Name

The name of this corporation shall be SUNBEAR, INC. and its principal place of business shall be in the City of Ocala, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

Article II

Date of Incorporation

The date of incorporation requested is October 27, 2003.

Article III

Purpose and Powers

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign; or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.
4. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any

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person or corporations, and perform any service under contract or otherwise for any corporation, joint stock Company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the information, rights, privileges, and communities of corporations for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

6. The several clauses contained in this statement of the general nature of the business of businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

Article IV

Capital Structure

The aggregate number of capital stock with which this corporation shall have authority to issue and have outstanding at any time shall be One Hundred (100) shares of common stock with a par value of One US Dollar (\$1.00) per share. The capital stock shall be sold, assigned, issue, and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time, make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

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*Article V*Corporate Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. This Article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

*Article VI*Existence

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

*Article VII*Principal Place of Business

The principal office of this corporation shall be located in Ocala, County of Marion, State of Florida, and the post office address of said principal office of the corporation shall be 50 N.W. 71st Avenue, Ocala, Florida 34482. The mailing address shall be the same.

*Article VIII*Board of Directors

The number of Directors of the Corporation shall be not less than one (1) nor more than five (5).

*Article IX*Initial Board of Directors

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LeRoy M Mosley	50 N.W. 71st Avenue, Ocala, Florida 34482
Mary D Mosley	50 N.W. 71 st Avenue, Ocala, Florida 34482

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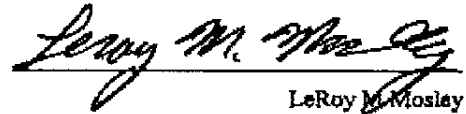
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*Article X*Initial Registered Office

The street address is 50 N.W. 71st Avenue, Ocala, Florida 34482 and mailing address of the initial registered office is 50 N.W. 71st Avenue, Ocala, Florida 34482 and the name of the initial registered agent at that office is LeRoy M Mosley.

Acceptance

I HEREBY accept the appointment as Registered Agent for SunBear, Inc.


LeRoy M. Mosley*Article XI*Incorporators

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

<u>NAME</u>	<u>ADDRESS</u>
LeRoy M Mosley	50 N.W. 71st Avenue, Ocala, Florida 34482
Mary D Mosley	50 N.W. 71 st Avenue, Ocala, Florida 34482

*Article XII*Restrictions on Transfer of Stock

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

The Article shall not be interpreted as a restriction on the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholder's Agreement by all the shareholders is deemed to override any provisions herein contrary to such Agreement.

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*Article XIII*General Provisions

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder/officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case of any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholder, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under the By-Laws agreement, both of stockholders, or otherwise.

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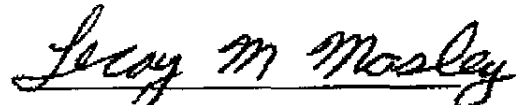
*Article XIV**By-Laws*

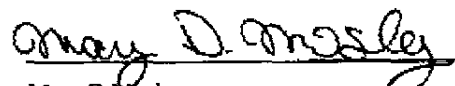
The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

Article XV

This Corporation shall comply with Section 1244 of the Internal Revenue Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder. The Board of Directors shall, with a majority vote, amend, alter, or rescind this Article.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of SunBear, Inc this 27 day of October, 2003.


LeRoy M Mosley


Mary D Mosley

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