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POTTER, CLEMENT AND LOWRY
ATTORNEYS AT LAW
308 EAST FIFTH AVENUE
MOUNT DORA, FLORIDA 32757
(352) 383-4186

DEL G. POTTER, P.A.
G. EDWARD CLEMENT, P.A.
ARCHIE O. LOWRY, JR., P.A.

FAX
(352) 383-0087

January 5, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Incorporation
BLACK BEAR MILLWORKS, INC.**

Dear Sir or Madam:

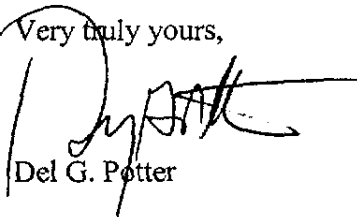
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. You will also find enclosed this firm's check payable to the Secretary of State in the amount of \$78.75, representing the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Registered Agent Designation
<u>\$ 8.75</u>	Certified Copy
\$ 78.75	Total

We would appreciate your filing the enclosed Articles and sending us confirmation of same.

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,



Del G. Potter

DGP/rp

Enclosures

ARTICLES OF INCORPORATION
OF
BLACK BEAR MILLWORKS, INC.

SECRETARY FILED
DIVISION OF CORPORATIONS
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ARTICLE I

NAME: The name of this Corporation is BLACK BEAR MILLWORKS, INC., and its address is 25131 Black Bear Lane, Eustis, FL 32736.

ARTICLE II

DURATION: This Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, ONE (\$1.00) DOLLAR par value.

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office and Registered Agent of this Corporation is, 25131 Black Bear Lane, Eustis, FL 32736, and the name of the initial Registered Agent of this Corporation at that address is Byron Randal Meyer. The business address and mailing address of the corporation shall be the same as the Registered Agent.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by the Bylaws

but shall never be less than one. The name and address of the initial Director of this Corporation is:

Byron Randal Meyer
25131 Black Bear Lane
Eustis, FL 32736

ARTICLE VIII

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

Byron Randal Meyer
25131 Black Bear Lane
Eustis, FL 32736

ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by an eighty five (85%) percent majority vote of the outstanding shares.

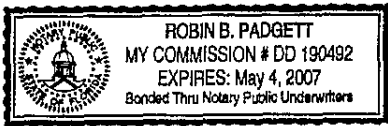
Byron Randal Meyer
BYRON RANDAL MEYER

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 5th day of Jan., 2004 by BYRON RANDAL MEYER,

() who is personally known to me; or

() who has produced Fla. Divers License as identification.



Robin B. Padgett
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, BYRON RANDAL MEYER, hereby accept the position of Registered Agent for BLACK BEAR MILLWORKS, INC.

Byron Randal Meyer
BYRON RANDAL MEYER

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