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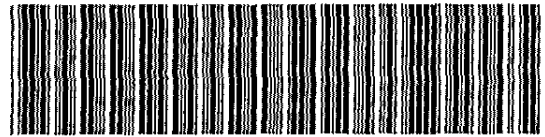
(Business Entity Name)

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APPROVED
AND
FILED
05 MAY -9 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18510

April 14, 2005

SECRETARY OF STATE,
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

DEAR SIR:

ENCLOSED KINDLY FIND ARTICLES OF INCORPORATION COMPLETED AND
SIGNED, TOGETHER WITH A CHECK IN THE AMOUNT OF \$ 78.50 PAYABLE TO THE
SECRETARY OF STATE.

I WOULD APPRECIATE YOUR OFFICE FILING SAME AND NOTIFICATION AS TO THE
DOCUMENT NUMBER ASSIGNED THIS NEW CORPORATION.

NAMES FOR THE NEW CORPORATION IN ORDER OF PREFERENCE IS:

POOBEAR, INC.

RESPECTFULLY,

Brenda D. Braden

BRENDA D. BRADEN
1405 VENETTA ST.
NOKOMIS, FL. 34275



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 22, 2005

BRENDA D. BRADEN

~~1405 VENETTA ST~~ 706 FLORENCE ST
NOKOMIS, FL 34275

SUBJECT: POOBEAR, INC.

Ref. Number: W05000020554

We have received your document for POOBEAR, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 205A00027988

RECEIVED

05 MAY -9 AM 10:50

APPROVED
AND
FILED

05 MAY -9 AM 8:38

Cover Page

ARTICLES OF INCORPORATION
OF
POOBEAR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of Corporation is: POOBEAR, INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are :

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 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

BRENDA D. BRADEN
1405 VENETTA ST. 706 FLORENCE ST
NOKOMIS, FL 34275

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

BRENDA D. BRADEN
1405 VENETTA ST. 706 FLORENCE ST
NOKOMIS, FL 34275

THE CORPORATION'S
Page 1

PRINCIPAL OFFICE AND/OR MAILING
ADDRESS IS: 706 FLORENCE ST., NOKOMIS, FL 34275

Article 7. Incorporators. The name and address of each incorporator is as follows:

BRENDA D. BRADEN
~~1405 VENETTA ST.~~
NOKOMIS, FL 34275

706 FLORENCE ST

Article 8. 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.

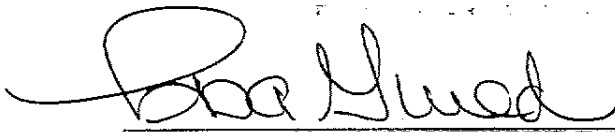
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on this 14 day of April,
2005.


BRENDA D. BRADEN, Incorporator

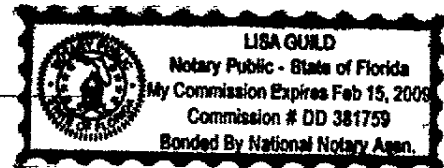
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared **BRENDA D. BRADEN**, me well known and known to me to be the person described in 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 14 day of April, 2005



Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **POOBEAR, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of April, 2005.

 **BRENDA D. BRADEN**, Registered Agent