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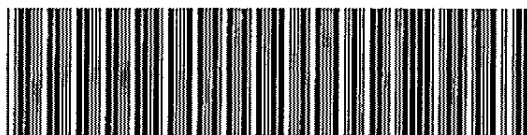
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LAW OFFICES
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LACEY, L.C.**

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August 5, 2005

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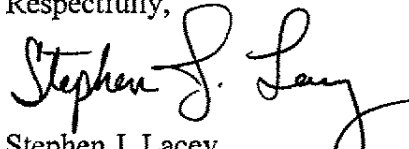
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BEAR HUGS BUS, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$70.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,


Stephen J. Lacey

SJL/sm
Enclosures

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**ARTICLES OF INCORPORATION
OF
BEAR HUGS BUS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is BEAR HUGS BUS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), par value one dollar (\$1.00) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

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ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation, but shall never be less than one (1). The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Barry Lang	1317 Heritage Acres Boulevard Rockledge, FL 32955
Denise Lang	1317 Heritage Acres Boulevard Rockledge, FL 32955

ARTICLE X

The initial registered agent of the corporation is Barry Lang. The street address of the corporation's initial registered office is 3000 Fiske Blvd., Rockledge, FL 32955.

ARTICLE XI

The street address of the principal office of the Corporation is 3000 Fiske Blvd., Rockledge, FL 32955.

The name and address of the incorporator of the corporation is BEAR HUGS CHILD CARE CENTER, INC., 3000 Fiske Blvd., Rockledge, FL 32955.

In Witness Whereof, the undersigned being the sole incorporator of said corporation executes these articles of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

BEAR HUGS CHILD CARE CENTER, INC.

Dated: 8.04.01

By: [Signature]
Barry Lang, President

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8.04.01

[Signature]
Barry Lang, Registered Agent