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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch DEC 16 2005

**HOWARD A. CAPLAN**

Attorney, P.A.

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Florida &  
Tennessee

December 13, 2005

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

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of The Bear Factory, Inc. along with the statement of registered agent and check for the appropriate fee.

Sincerely,

  
Howard A. Caplan

HAC/mt  
enclosures

ARTICLES OF INCORPORATION  
OF  
THE BEAR FACTORY, INC.

FILED  
05 DEC 15 AM 10:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is The Bear Factory, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including retail.

*The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.*

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

*The maximum number of shares of stock that this corporation is authorized to have*

outstanding at any one time is four hundred thousand (400,000) shares of common stock having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

#### ARTICLE IV

This corporation will have an effective date of January 1, 2006.

#### ARTICLE V

The principal office of the corporation initially will be at 9501 Arlington Expressway, Suite 905, Jacksonville, FL 32225. The principal office may be moved to any address that the Board of Directors will choose, provided however that the principal office will be in the State of Florida.

#### ARTICLE VI

The initial number of directors of the corporation will be two (2). The number of directors may be changed by bylaw adopted by the shareholders, provided however that the number of directors will never be less than one (1).

#### ARTICLE VII

The initial Board of Directors will be:

Name  
Danielle Pfeilmeier

Address  
9501 Arlington Expressway  
Suite 905  
Jacksonville, FL 32225

Denise Nealey

9501 Arlington Expressway  
Suite 905  
Jacksonville, FL 32225

#### ARTICLE VIII

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

Name  
Howard A. Caplan

Address  
6260 Dupont Station Court  
Suite C  
Jacksonville, FL 32217

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

#### ARTICLE X

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

#### ARTICLE XI

The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

#### ARTICLE XIII

The registered office will be and the registered agent at that same address are:

Agent  
Howard A. Caplan, Attorney, P. A.

Registered Office Address  
6260 Dupont Station Court  
Suite C  
Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles  
of Incorporation this 13<sup>th</sup> day of December, 2005.

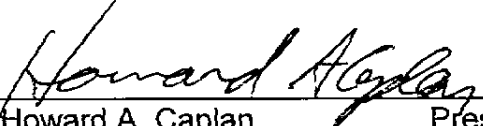
  
Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

Dated this 13<sup>th</sup> day of December, 2005.

**HOWARD A. CAPLAN, ATTORNEY, P.A.**

  
Howard A. Caplan President