

12/29/2005 10:16 AM

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000293985 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

2006 JAN -3 P 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

management Company
bear hollow ~~management~~, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

1-404



December 30, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BEAR HOLLOW MANAGEMENT, INC.
REF: W05000057017

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

FAX Aud. #: H05000293985
Letter Number: 905A00074124

P.O BOX 6327 - Tallahassee, Florida 32314

H05000293985

FILED

2006 JAN -3 P 4:21
7-SECRETARY OF STATE
FLORIDA

ARTICLES OF INCORPORATION
OF
BEAR HOLLOW MANAGEMENT COMPANY, INC.

A Florida corporation

The undersigned incorporator, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act:

Article I. Name

The name of the corporation (the "Corporation") shall be Bear Hollow Management Company, Inc.

Article II. Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

2400 E. Commercial Blvd.
Suite 500
Ft. Lauderdale, Florida 33308

Article III. Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

Article IV. Capital Stock

4.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is ten thousand (10,000). The total number of shares of common stock that the Corporation is authorized to issue is nine thousand (9,000) and the par value of each share of such common stock is (\$.001). The total number of shares of preferred stock that the Corporation is authorized to issue is one thousand (1,000) and the par value of each share of such preferred stock is (\$.001).

4.2 Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to

H05000293985

purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Kenneth S. Pollock
2400 E. Commercial Blvd.
Suite 500
Ft. Lauderdale, Florida 33308

Article VI. Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

Kenneth S. Pollock
2400 E. Commercial Blvd.
Suite 500
Ft. Lauderdale, Florida 33308

Article VII. Term of Existence

This duration of the Corporation shall be perpetual.

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence has begun as of December 29, 2005.

Article IX. Indemnification

9.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

9.2 The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph 9.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 9.1 above.

Article X. Certain Limitations on Liability of Directors

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article XI. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article XII. Control Share Acquisitions

This Corporation expressly elects not to be governed by the provisions of Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Article XIII. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

The undersigned incorporator executed these Articles of Incorporation on December 29, 2005.



Kenneth S. Pollock

H05000293985

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

CORPORATION


The name of the corporation is Bear Hollow Management Company, Inc.

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is:

Kenneth S. Pollock
2400 E. Commercial Blvd.
Suite 500
Ft. Lauderdale, Florida 33308

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 the registered agent position.



Kenneth S. Pollock/ Registered Agent

Date: December 29, 2005

H05000293985

FILED

2006 JAN -3 P 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA