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H.J. SWART & COMPANY, P.A.
Certified Public Accountants

MEMBERS
American Institute of
Certified Public Accountants
Florida Institute of
Certified Public Accountants

January 23, 1995

Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32301

Enclosed are the Articles of Incorporation for Bear's Den
Marketing, Inc. and a check for \$122.50 for filing fees.

Please return the certified copies to:

H.J. SWART & COMPANY, P.A.
717 E. OAK STREET
KISSIMMEE, FL 34744

Thank you.

Sincerely,

H.J. SWART & COMPANY

Kathy Swart

Kathy Swart

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****122.50 ****122.50

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ARTICLES OF INCORPORATION
BEAR'S DEN MARKETING, INC.

ARTICLE I. NAME

The name of this corporation shall be Bear's Den Marketing, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 717 E. Oak Street, Kissimmee, FL 34744. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time by the bylaws. The names and addresses of the initial directors, who will serve until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are:

NAME

ADDRESS

Scott D. Bridge

717 E. Oak Street
Kissimmee, FL 34744

Beverly Bridge

717 E. Oak Street
Kissimmee, FL 34744

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95 JAN 26 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME

ADDRESS

Harry J. Swart

717 E. Oak Street
Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT

The initial registered agent and registered agent's address for service of process for this corporation is:

NAME

ADDRESS

Harry J. Swart

717 E. Oak Street
Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of January, 1995.

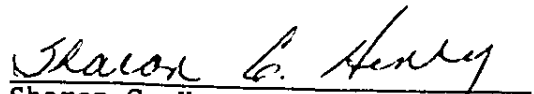


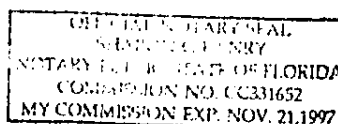
Harry J. Swart

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared and is personally known to me, Harry J. Swart, and he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 23 day of January, 1995.


Sharon G. Henry
Notary Public, State of Florida



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Bear's Den Marketing, Inc., designates the following individual as registered agent for this corporation:

Harry J. Swart
717 E. Oak Street
Kissimmee, FL 34744



Harry J. Swart

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent for Bear's Den Marketing, Inc.

DATED this 23 day of January, 1995.



Harry J. Swart

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SECRETARY OF STATE
TALLAHASSEE FLORIDA