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(813) 441-3777

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PLEASE REPLY TO

P.O. BOX 1019

CLEARWATER, FLORIDA 34617

PATRICIA A. MILLER

CERTIFIED LEGAL ASSISTANT

July 19, 1995

Corporate Records Bureau
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

200001543952
-07/24/95--01048--004
****122.50 ****122.50

Re: Articles of Incorporation of
Bear Paw International, Inc.

EFFECTIVE DATE
7/21/95

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Bear Paw International, Inc. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	52.50
Total:	\$122.50

Please note that I have enclosed a copy of the Articles of Incorporation for you to return to me as a certified copy for my records. Accordingly, please file the enclosed Articles of Incorporation of Bear Paw International, Inc.

Please contact me immediately at the above telephone number if there are any problems in filing these Articles of Incorporation.

Very truly yours,

Mark A. Ossian

Mark A. Ossian

MAO/kr
Enclosures

cc: R. David Swope

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 24 PM 4:04

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
BEAR PAW INTERNATIONAL, INC.

EFFECTIVE DATE
July 24, 1995

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is: BEAR PAW INTERNATIONAL, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

ARTICLE V - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 480 Palm Island Drive NE, Clearwater, Florida 34630. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
Cindy A. Swope	480 Palm Island Drive NE Clearwater, FL 34630
R. David Swope	480 Palm Island Drive NE Clearwater, FL 34630

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special

meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INCORPORATORS

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

NAMES

ADDRESS

Cindy A. Swope

480 Palm Island Drive NE
Clearwater, FL 34630

ARTICLE VIII - BY-LAWS

A. The power to adopt the By-Laws of this Corporation to alter, amend or appeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by all of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders.

B. The By-Laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, contrary to the laws of the State of Florida or of the United States.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X - REGISTERED AGENT

CINDY A. SWOPE, whose address is 480 Palm Island Drive NE, Clearwater, Florida 34630, is authorized to accept service of process as registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 21st day of July, 1995.

Cindy A. Swope (SEAL)
CINDY A. SWOPE

STATE OF Georgia
COUNTY OF DeKalb

THE FOREGOING INSTRUMENT was acknowledged before me this 21 day of July, 1995, by CINDY A. SWOPE, who is personally known to me or who has produced Known to me as identification and who did take an oath.

Elizabeth A. Peske
NOTARY PUBLIC
My Commission Expires:

Notary Public, DeKalb County, Georgia
My Commission Expires March 3, 1997

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

The undersigned is familiar with and accepts the duties and obligations of §607.325, Florida Statutes.

Dated this 21st day of July, 1995.

Cindy A. Swope
CINDY A. SWOPE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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