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VANNES & VANNES, II.
ATTORNEYS AND COUNSELORS AT LAW

EFFECTIVE DATE
3-11-96

Thomas M. (Mont) VanNess, Jr.
Denise VanNess

J. Stephen Pullum, Of Counsel
Marybeth L. Pullum, Of Counsel

6200 West Corporate Oaks Drive
(Meadowcreek - Corporate Oaks)
Crystal River, Florida 34429
Telephone: (352) 795-1444
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March 14, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

Re: Bearware, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above referenced corporation as well as our check in the amount of \$122.50 to cover the costs involved with filing the above referenced corporation. After filing this corporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

Please make special note of the effective date of these Articles of Incorporation as delineated in the Articles themselves. Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Sincerely,


Thomas M. VanNess, Jr.

:pa
Encls. (as stated)

FILED
95 MAR 15 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BEARWARE, INC.

FILED
MAR 15 11:09
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: BEARWARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1671 N. Dolton Point, Crystal River, Florida 34429.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - CAPITAL STOCK

The number of shares of stock, the par value and class of said stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock, having no par value.

ARTICLE V - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall have one (1) Director, initially. The names and street addresses of the initial members of the Board of Directors are:

Kurt T. Langenmayr
1671 N. Dolton Point
Crystal River, FL 34429

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Kurt T. Langenmayr, 1671 N. Dolton Point, Crystal River, Florida 34429.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are: Kurt Langenmayr, 1671 N. Dolton Point, Crystal River, Florida 34429.

ARTICLE VIII - EFFECTIVE DATE

The effective date of the corporation's existence shall commence upon the signing of these Articles of Incorporation if filed by the Department of State within five (5) days of the date hereof. Otherwise, the effective date of corporation existence shall be the date of filing by the Department of State.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 11th day of March, 1996.

Kurt T. Langenmayr
KURT T. LANGENMAYR, Incorporator

**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:

1. The name of the corporation is: BEARWARE, INC.
2. The name and address of the registered agent and office are: Kurt T. Langenmayr, 1671 N. Dalton Point, Crystal River, Florida 34429.

Kurt T. Langenmayr
KURT T. LANGENMAYR
President
Date: March 11, 1996

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.

Kurt T. Langenmayr
KURT T. LANGENMAYR
Registered Agent
Date: March 11, 1996

FILED
96 MAR 15 AM 11:06
TALLAHASSEE, FLORIDA