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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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NAME: BEARCAT INTERNATIONAL INC.  
FAX AUDIT NUMBER: H96000007333  
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Steven Garellek, Esq.  
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Boca Raton, FL 33433  
(407) 391-3244  
FBN. 0962480

ARTICLES OF INCORPORATION  
OF  
PEARCAT INTERNATIONAL INC.

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In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of the corporation (hereinafter called the "Corporation") is BEARCAT INTERNATIONAL INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

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

1200 North Federal Highway  
Suite 200  
Boca Raton, FL 33432

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's initial registered office shall be 950 Ponce de Leon Road, #309, Boca Raton, Florida 33432 and the initial registered agent for the Corporation at that address shall be Ronald Stutz.

**ARTICLE V**

**INCORPORATOR**

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

**Name**

**Address**

Ronald Stutz

950 Ponce de Leon Road  
Suite 309  
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 1996.

  
Ronald Stutz

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TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BEARCAI INTERNATIONAL INC. at the place designated in the Articles of Incorporation, 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.

DATE: May 22, 1996

  
Ronald Stutz