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ROBERT W. BROWNING, JR., P.A.

ATTORNEY & COUNSELLOR AT LAW

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July 8, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

500001891635  
-07/12/96--01009--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: River Bears, Inc.

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees. Please note that the Articles call for a corporate existence date of July 8, 1996.

Would you please file the Articles and return to me a date stamped copy of the Articles in the enclosed self-addressed stamped envelope.

Thank you in advance for your assistance.

EFFECTIVE DATE

7-8-96

Very truly yours,



Robert W. Browning, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 JUL 11 AM 9:05

FILED

JUL 12 1996

FILED

96 JUL 11 AM 9:05

CLERK OF COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RIVER BEARS, INC.**

EFFECTIVE DATE  
7-8-96

**ARTICLE ONE. NAME**

The name of the corporation is RIVER BEARS, INC..

**ARTICLE TWO. PURPOSE**

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

**ARTICLE THREE. POWERS**

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 4434 Cleveland Ave., Ft. Myers, FL 33901.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

**ARTICLE SEVEN. DIRECTORS AND OFFICERS**

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

**ARTICLE EIGHT. INCORPORATOR**

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 755  
Sarasota, Fl. 34236

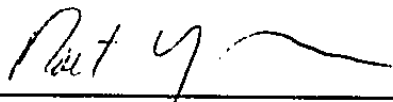
**ARTICLE NINE. AMENDMENT**

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

**ARTICLE TEN. DATE OF CORPORATE EXISTENCE**

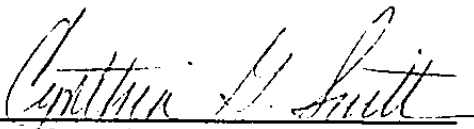
This corporation's existence shall begin on July 8, 1996 or, in the event the Articles were not filed within five (5) business days after this date, then on the date the Articles were actually filed.

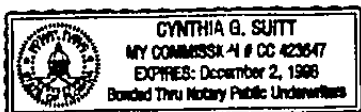
The undersigned Incorporator has executed these Articles of Incorporation this 8th day of July, 1996.

  
\_\_\_\_\_  
ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of July, 1996, by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.

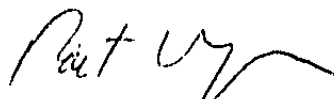
  
\_\_\_\_\_  
Notary Public



ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
RIVER BEARS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 8, 1996



ROBERT W. BROWNING, JR.

FILED  
95 JUL 11 PM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA