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CLIFFORD M. ABLES, III, P.A.

Attorney and Counselor at Law

457 South Commerce Avenue  
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Clifford M. Ables, III  
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July 11, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001893555  
-07/16/96--01003--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Two Bears Holding Company

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation and Certificate Designating Place of Business and Registered Agent for the above referenced corporation. Please file these Articles and return a certified copy to me. A check in the amount of \$122.50 is enclosed to cover the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

Thank you for your assistance in this matter.

Sincerely,



Clifford M. Ables, III  
CMA:wlb  
Enclosures  
cc: Client

FILED  
95 JUL 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-18-96  
KR

ARTICLES OF INCORPORATION  
OF  
TWO BEARS HOLDING COMPANY

FILED  
95 JUL 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be:

Two Bears Holding Company

ARTICLE II - ADDRESS

The address of the principal office of the corporation shall be:  
200 Turner Road  
Lake Placid, Florida 33852

The mailing address of the corporation shall be:  
P.O. Box 2585  
Lake Placid, FL 33852

ARTICLE III - STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 457 South Commerce Avenue, Sebring, Florida 33870, and the name of its initial registered agent at such address is Clifford M. Ables, III.

ARTICLE V - INCORPORATORS

The name and address of incorporator is:

<u>Name</u>	<u>Address</u>
Jerome Brownlee	P.O. Box 2585, Lake Placid, FL 33852

The undersigned incorporators have executed these Articles of Incorporation this 11<sup>th</sup> day of July, 1996.

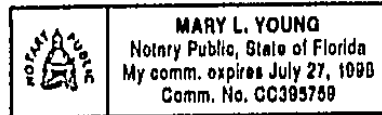
  
JEROME BROWNLEE

STATE OF FLORIDA :  
: RB  
COUNTY OF HIGHLANDS :

On this 14<sup>th</sup> day of July, 1996, before me, a  
Notary Public in and for said county and state, appeared JEROME  
BROWNLEE, to me known, who acknowledged to me that he executed the  
foregoing document of his own free will and that the statements  
therein are true to his own knowledge and belief.

*Mary L. Young*  
Notary Public

Proof of ID: personally known



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

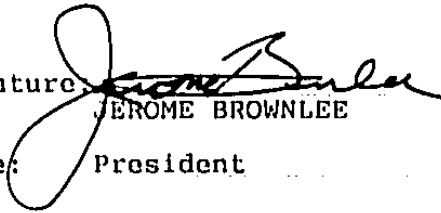
Pursuant to the provision of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

TWO BEARS HOLDING COMPANY

2. The name and address of the registered agent and office is:

Clifford M. Ables, III, Esq.  
457 S. Commerce Avenue  
Sebring, FL 33870

Signature: 

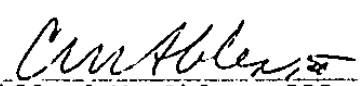
JEROME BROWNLEE

Title: President

Date:

July 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Clifford M. Ables, III

Date:

7-11-96

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96 JUL 15 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA