

P960000 69657

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: BearWalker Group, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prep. _____		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

P. CHASSER AUG 21 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/21/96		
TIME	10:30		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION OF
BEARWALKER GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the Corporation is Bearwalker Group, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 876 Lovers Lane, Green Cove Springs, Florida, 32043. The mailing address of the corporation is P.O. Box 741, Green Cove Springs, Florida, 32043..

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSES OF CORPORATION**

The general purposes for which the corporation is organized are:

1. To engage in the business of selling insurance to the general public in all manners permitted under the laws of the State of Florida;
2. To engage in any other lawful business as permitted under applicable law and general rules and regulations governing the insurance industry in the State of Florida;
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

FILED
95 AUG 21 PM 2:00
TALLAHASSEE, FLORIDA

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be without par value.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the corporation is 876 Lovers Lane, Green Cove Springs, Florida, 32043, and the name of its initial registered agent at such address is Johnny Michael Crawford.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is three, who shall be:

Bryce Green
12043 Saverio Lane
Jacksonville, Florida
32225

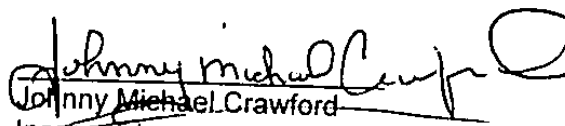
Johnny Michael Crawford
876 Lovers Lane
Green Cove Springs, Florida
32043

Mary L. Crawford
876 Lovers Lane
Green Cove Springs, Florida
32043

**ARTICLE EIGHT
INCORPORATOR**

The name of the corporation's incorporator is Johnny Michael Crawford, whose address is 876 Lovers Lane, Green Cove Springs, Florida, 32043.

Executed by the undersigned at 6015 Chester Circle, Suite 210, Jacksonville, Florida, 32217, on 16 August 1996.


Johnny Michael Crawford
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

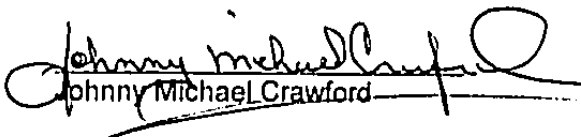
Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office in the State of Florida.

1. The name of the corporation is Bearwalker Group, Inc.
2. The name and address of the registered agent and office is:

Johnny Michael Crawford
876 Lovers Lane
Green Cove Springs, Florida
32043

FILED
95 AUG 21 PM 2:00
TALLAHASSEE, FLORIDA

Having been named as registered agent 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.


Johnny Michael Crawford