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HAL SPENCE, P.A.

Attorney at Law

221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32169-5239
904-427-5227
(FAX) 904-423-3909

April 3, 1997

VIA FAX 904-487-6013

Attn: Thelma Lewis
Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

EFFECTIVE DATE

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-04/08/97--01065--005
****122.50 ****122.50

Re: Bear Management, Inc.

Dear Ms. Lewis:

Pursuant to your telephone conversation with my secretary today, please change the name on the Articles of Incorporation for BIM, Inc. to Bear Management, Inc. It is my understanding that the name "BIM, Inc." is not available, but the name "Bear Management, Inc." is available. Thank you for your assistance in this matter.

Very truly yours,


Hal Spence

HS/jlf

FILED
97 MAR 21 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New B.
TRB
4-4

HAL SPENCE, P.A.

Attorney at Law

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NEW SMYRNA BEACH, FL 32169-5239
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(FAX) 904-423-3909

March 20, 1997

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: BIM, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$122.50 for the filing fee and one certified copy. This document is being sent to you via Federal Express in order for the corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,


Hal Spence

HS/jlf

Enclosures

cf: Mr. and Mrs. Charles B. McKenney
Mr. Brandon McKenney

EFFECTIVE DATE
3-19-97

ARTICLES OF INCORPORATION
OF

BEAR MANAGEMENT, INC.

FILED
97 MAR 21 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Bear Management, Inc.

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 518 Flagler Avenue, New Smyrna Beach, Florida 32169.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To manage restaurant and lounge businesses.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of non-voting stock and one hundred (100) shares of voting common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Director

Joanna M. McKenney

Director's Address

518 Flagler Avenue
New Smyrna Beach, FL 32169

Brandon M. McKenney

518 Flagler Avenue
New Smyrna Beach, FL 32169

Kirsten A. McKenney
a/k/a Kirsten M. Jones

518 Flagler Avenue
New Smyrna Beach, FL 32169

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Incorporator

JoAnna M. McKenney, Trustee of
the JoAnna M. McKenney
Revocable Trust Agreement dated
MARCH 19, 1997

Incorporator's Address

518 Flagler Avenue
New Smyrna Beach, FL 32169

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Initial Stock Issuance. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder

Number of Shares

Joanna M. McKenney, Trustee of the
Joanna M. McKenney Revocable Trust
Agreement Dated MARCH 19TH,
1997

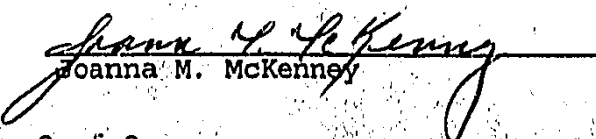
10 shares of voting
stock

990 shares of non-
voting stock

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. The date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19 day of MARCH, 1997.


Joanna M. McKenney

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared JOANNA M. MCKENNEY, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of MARCH, 1997.

My commission expires:



Hal Spence
MY COMMISSION # CC590666 EXPIRES
November 19, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Hal Spence
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Bear Management, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of March, 1997.

Hal Spence
Hal Spence Registered Agent

FILED
97 MAR 21 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA