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ACCOUNT NO. : 072100000032

REFERENCE : 446514 6209A

AUTHORIZATION : Patricia Pajaro

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 446514-005

CUSTOMER NO: 6209A

800002226278--8

CUSTOMER: H. John Feldman, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: THREE BEARS, INC.

EFFECTIVE DATE: JULY 1, 1997

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

8/1 JUN 30 1997

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7/1/97

ARTICLES OF INCORPORATION

of

THREE BEARS, INC.

FILED  
JUL 1 1997  
CLERK OF CIRCUIT COURT  
MILLER COUNTY, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: Three Bears, Inc., 103 East Ward Avenue, Eustis, FL 32726.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Kathryn L. Lavender

103 East Ward Avenue  
Eustis, FL 32726

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Kathryn L. Lavender

103 East Ward Avenue  
Eustis, FL 32726

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall begin shall be July 1, 1997. This election is pursuant to Florida Statute 607.0123.

**ARTICLE X**  
**Registered Office and Registered Agent**

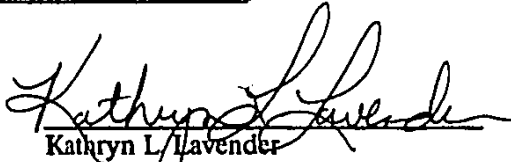
The address of the initial registered office of this corporation is 103 East Ward Avenue, Eustis, FL 32726. The name of the Registered Agent of this corporation is Kathryn L. Lavender at the above office address.

**ARTICLE XI**

**Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

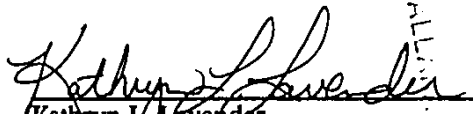
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 26 day of June, 1997.

  
Kathryn L. Lavender

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for Three Bears, Inc., as stated in these Articles of Incorporation.

Dated Effective: July 1, 1997

  
Kathryn L. Lavender

FILED  
JUL 1 1997  
CLERK OF SUPERIOR COURT  
IDAHO