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ACCOUNT NO UN OF CHREAMON 032

:

522748

4312129

**AUTHORIZATION:** 

COST LIMIT :

\$ 122.50

ORDER DATE: September 9, 1997

ORDER TIME: 10:05 AM

ORDER NO. : 522748-005

CUSTOMER NO: 4312129

600002288226--4

CUSTOMER: Ms. Hazel Gianatiempo

DICKENSON MURDOCH REX & SLOAN,

CHARTERED Suite 410

980 North Federal Highway

Boca Raton, FL 33432

DOMESTIC\_FILING

NAME:

BEARDOG, INC.

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED

# ARTICLES OF INCORPORATION SEP -9 PH 12: 09

OF

SECRETARY STATE TALLAHASSEE, FLORIDA

BEARDOG, INC.

ARTICLE I.

**NAME** 

The name of the corporation is:

BEARDOG, INC.

ARTICLE II.

**DURATION** 

This Corporation shall have perpetual existence.

ARTICLE III.

**PURPOSE** 

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

# PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 9901 Chart House Cove, Austin, Texas 78730.

#### ARTICLE V.

# INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4850 N.W. 5th Avenue, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is JAMES HANNIFAN.

#### ARTICLE VI.

# **BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The name and address of the initial directors are:

John T. Hannifan 9901 Chart House Cove Austin, Texas 78730

Colleen B. Hannifan 9901 Chart House Cove Austin, Texas 78730

and

James T. Hannifan 4850 N.W. 5th Avenue Boca Raton, Florida 33431

### ARTICLE VII.

### CAPITAL STOCK

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

#### ARTICLE VIII.

## **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Colleen B. Hannifan 9901 Chart House Cove Austin, Texas 78730

#### ARTICLE IX.

#### **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

#### ARTICLE X.

### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

#### ARTICLE XI.

#### ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

#### ARTICLE XII

# **INDEMNIFICATION**

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

#### ARTICLE XIII.

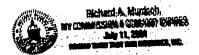
#### **AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of SEPTEMBER, 1997.

STATE OF FLORIDA **COUNTY OF PALM BEACH** 

The foregoing	Articles of Incorporation were acknowledged before me this 8 day of 1997, by COLLEEN B. HANNIFAN. She 12 is personally known to
me, or produced	as identification.



Printed Name of Notary/Social Number

My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of ???, Inc. at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

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JAMES T. HANNIFAN

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