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FROM: CHERRY & SPENCER, P.A.
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NAME: BEARLY BEARS, INC.

AUDIT NUMBER.....H98000002793

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
BEARLY BEARS, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Bearly Bears, Inc. and its principal business address is 4519 Forrest Lane, Lake Worth, Florida, 33463.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Prepared By:

Richard T. Davis, Esquire
Cameron & Davis, P.A.
One Clearlake Centre, Suite 1601
250 Australian Avenue South
West Palm Beach, FL 33401-5016
Bar No.: 362239

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ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Cameron & Davis, P.A., One Clearlake Centre, Suite 1601, 250 Australian Avenue South, West Palm Beach, Florida, 33401-5016 and the name of the initial registered agent of this corporation at the address is Richard T. Davis.

ARTICLE VI**Incorporators**

The name and address of the person signing these articles is: Richard T. Davis, Cameron & Davis, P.A., One Clearlake Centre, Suite 1601, 250 Australian Avenue South, West Palm Beach, Florida, 33401-5016.

ARTICLE VII**Directors**

The name and address of the initial directors of this corporation are:

Kathy Marrero	4519 Forrest Lane Lake Worth, Florida 33463
Patricia Marrero	4519 Forrest Lane Lake Worth, Florida 33463
Debra Marrero Fraser	4519 Forrest Lane Lake Worth, Florida 33463
Casimiro Marrero	4519 Forrest Lane Lake Worth, Florida 33463

ARTICLE VIII**Powers**

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

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ARTICLE IX**Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X**Amendment**

This operation reserves the right to demand or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI**Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of February, 1998.

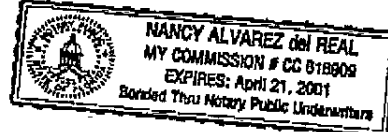
Richard T. Davis
Richard T. Davis

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Richard T. Davis**, who [☒] is personally known to me or [☐] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did/did not take an oath and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County of aforesaid, this 5th day of February, 1998.

Nancy Alvarez del Real
Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Richard T. Davis
Richard T. Davis

DATE 2-5-98