

P98000024145

March 10, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Dear Sir/ Madam:

Please file the enclosed Articles of Incorporation for
Mudpaw and Bear, Inc.

I have enclosed my check for filing fees of \$70.00.

Please mail the filed copy of the articles to:

Frank Gutta C.P.A.
300 N.W. 82nd Ave. #506
Plantation, Fl. 33324

Sincerely,

Frank Gutta

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MUDPAW AND BEAR, INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MUDPAW AND BEAR, INC.

The principal place of business of this corporation shall be 13835 ISHNALA CIRCLE, WELLINGTON, FL 33414.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 13835 ISHNALA CIRCLE WELLINGTON, FL 33414. The name of the initial registered agent of the corporation at that address is TIMOTHY F. ROCHE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers/directors, initially. The name and street address of the initial officers/directors who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed are:

TIMOTHY F. ROCHE - PRESIDENT/DIRECTOR
13835 ISHNALA CIRCLE
WELLINGTON, FL 33414

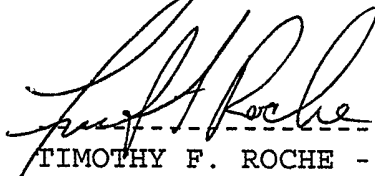
JOANNE ROCHE - VICE PRESIDENT/DIRECTOR
13835 ISHNALA CIRCLE
WELLINGTON, FL 33414

ARTICLE VIII. SUBSCRIBER

The names and street address of the subscribers to these articles of incorporation is:

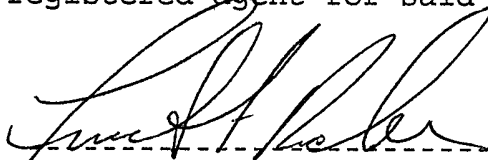
TIMOTHY F. ROCHE
13835 ISHNALA CIRCLE
WELLINGTON, FL 33414

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10 day of MARCH 1998.



TIMOTHY F. ROCHE - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



TIMOTHY F ROCHE - REGISTERED AGENT

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