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BARBARA D. SWARTZBAUGH
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MARCH 19, 1998

BUREAU OF CORPORATIONS
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

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***122.50 ***122.50

ENCLOSED IS MY CHECK IN THE AMOUNT OF \$ 122.50 FOR
THE FILING FEE TO REGISTER THE NEW CORPORATION:

BEAR COUNTRY COLLECTABLES INC.

IF YOU HAVE ANY QUESTIONS PLEASE CONTACT ME.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 11:45

SINCERELY,


BARBARA D. SWARTZBAUGH
1707 E NAVAJO AVE
TAMPA, FL 33612

5/27
3/27

**ARTICLES OF INCORPORATION
OF
BEAR COUNTRY COLLECTABLES INC.**

I. THE UNDERSIGNED INCORPORATOR, HEREBY executes these Articles of Incorporation, for the purpose of becoming a corporation for profit under the laws of the State of Florida.

FIRST: CORPORATE NAME AND ADDRESS

The name of the corporation shall be:

**BEAR COUNTRY COLLECTABLES INC.
13948 W HILLSBOROUGH AVE
TAMPA, FL 33635**

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SECOND: COMMENCEMENT AND DURATION

Corporate existence shall commence on the date of filing, and these Articles shall be mailed to the Secretary of State's Office for filing and shall continue perpetually until dissolved by due process of law.

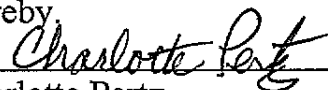
THIRD: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation, and the name of the initial registered agent, whose business office is identical with such registered office, are:

Registered Agent: Charlotte Pertz

Registered Office : 1325 Culbreath Rd.
Brooksville, Fl 34602

I, the above named Registered Agent, do hereby accept such designation, and the duties imposed thereby.


Charlotte Pertz
Registered Agent

FOURTH: GENERAL PURPOSE AND POWERS

This Corporation is being organized to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and it shall possess and may exercise all of the corporate powers enumerated in said Act. More particularly, without limitation, this corporation may do any or all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

1. Sell goods and/or services, and accept fees, commissions and/or profits for the same.
2. Become licensed by any licensing authority to engage in any professional or occupation which requires a corporation to be so licensed.
3. Act as an agent of or for any individual, firm or corporation, which so authorized this corporation.
4. To purchase, lease, receive or otherwise acquires; own, vote, improve or use: sell, convey, mortgage, pledge, create a security interest in, lease, exchange transfer and otherwise dispose of; any and all personal and/or real property or any interest therein, wherever situated, specifically including, without limitation, land, buildings, business concerns and undertaking, shares of stock in domestic or foreign corporations, mortgages, bonds, debts, and claims, trade marks, trade names, franchises and other things of value.
5. To make contracts and guarantees and incur liabilities, to borrow or lend money, issue or receive notes, bonds and other obligations, and to act as guarantor for others; including, without limitation, officers, directors and employees of this corporation.
6. To make donations for the public welfare or for charitable, scientific or educational purposes.

7. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other plans for any or all of its directors, officers and employees of its subsidiaries.
8. To have and exercise all powers necessary or convenient to affect its corporate purposes.

FIFTH : OFFICERS

The daily affairs of this corporation shall be administered by a President, a Secretary and a Treasurer. The initial officers shall be elected at the organizational meeting of the initial Board of Directors. Additional officers may be established or deleted from time to time, by the bylaws of the Corporation. Any one person may hold any one or more offices at the same time.

SIXTH : CONFLICTS ALLOWED

No contract, act or other transaction between this Corporation and any number of Directors and Officers of this Corporation; whether said Directors or Officers are acting individually or through any firm, association or other corporation with which they may be interested in any manner; shall be affected or invalidated for that reason. Further, any Director and/or Officer of this Corporation may vote upon any Contract, act or any other entity in which he may in anywise be interested: and, in absence of fraud, he is hereby relieved from any liability that might otherwise exist from such contracting.

SEVENTH: BY-LAWS

The By-Laws of this Corporation may contain any and all provisions for the regulation and management of the affairs of this Corporation, which are not inconsistent with law, or with any of these Articles of Incorporation. The initial By-Laws of this Corporation shall be adopted by the initial Board of Directors. Thereafter, only the Stockholders shall amend or repeal an existing By-Law. The vote of a majority of the shares of stock issued and outstanding (excluding treasury stock) shall be required to adopt, alter, amend or repeal a By-Law.

EIGHTH: DIRECTORS REQUIRED

All corporate powers shall be exercised by or under the authority of, and this Corporation's business and affairs shall be managed under the direction of a Board of Directors. The number of Directors shall be fixed by the By-Laws, and may be increased or decreased from time to time, by amendment of said By-Laws. the By-Laws may provide that the number of Directors shall always be equal to the number of Stockholders. Also, the By-Laws may provide that a person must be a shareholder, to be eligible to be a Director.

NINTH: JOINT MEETING SEPARATE VOTES

In the event that the By-Laws provide that the number of Directors shall be equal to the number of Stockholders; and in the event that the By-Laws provide that a person must be a shareholder to be eligible to be a Director; then each annual or special meeting shall be conducted as a joint meetings a stockholders and of Directors. At all such meetings a stockholder's vote shall be required as to any matter which either the laws of this State, these Articles of Incorporation, or the By-Laws of the Corporation, specially reserve to the stockholders. All other matters shall be decided by a Director's vote. Each stockholder present, in person or by proxy, shall have one vote for each share of stock held by him of record, when a stockholder's vote is required. If a stockholder's vote is not required, then each stockholder present shall have one vote, regardless of the number of shares of stock held by him. The Secretary shall indicate upon the Minutes whether a stockholder's vote, or a director's vote was taken as to each matter presented, unless the decision is unanimous.

TENTH: AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the number of shares of stock issued and outstanding (excluding treasury stock).

ELEVENTH: AUTHORIZED CAPITAL STOCK

The authorized capital stock of this Corporation shall be SEVEN THOUSAND AND NO/100 (\$ 7, 000) DOLLARS, consisting of SEVEN

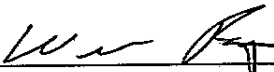
THOUSAND (7,000) Shares of Common Stock of the par value of ONE
AND NO/100 (\$1.00) DOLLARS each.

**TWELFTH: INITIAL BOARD OF DIRECTORS AND
INCORPORATORS**

The initial Board of Directors shall consist of ONE (1) Director (s). The
names and addresses of the initial Board of Directors and of the
incorporate(s) is as follows:

INCORPORATOR	DIRECTOR	ADDRESS
William Pertz	William Pertz	1325 Culbreath Rd. Brooksville, FL 34602

IN WITNESS WHEREOF, THE INCORPORATOR has hereunto set HIS
hand seal this 19th day of March 1998.


WILLIAM PERTZ

ACKNOWLEDGEMENT
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared WILLIAM
PERTZ who upon being dully sworn, deposed and says that
HE is the Incorporator who has executed the above and foregoing Articles of
Incorporation; and that the same were executed for the used and purposed
expressed therein.

DATED THIS 19th day of March 1998.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Kelly Charlsen
MY COMMISSION # CC674486 EXPIRES
August 24, 2001
BONDED THRU TROY FAIN INSURANCE, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 11:45