

P9800030474

LEW MERRYDAY, JR., P. A.
25 North Palm Ave.
Pensacola, Florida 32177-2500
(904) 328-8306 or 328-8307
March 31, 1998

FAX: (904) 325-8086

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

RE:Filing of incorporation papers

Dear Sir:

Find enclosed a check in the amount of \$122.50 for which please file the Articles of Incorporation for Big Bear Den and notify me when this has been done.

I am a Fund member and my member number is 5865.

Sincerely,



Lew Merryday

FILED
98 APR -2 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/02/98--01001--016
*****122.50 *****122.50

RECEIVED
98 APR -1 PM 3:53
DIVISION OF CORPORATION

4/2
100002476031-5
R. J. Stone

FILED
98 APR -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1998

ATTORNEY TITLE

TALLAHASSEE, FL

SUBJECT: BIG BEAR DEN, INC.
Ref. Number: W98000007278

We have received your document for BIG BEAR DEN, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Lori Poole
Corporate Specialist

Letter Number: 998A00017489

RECEIVED
98 APR -2 PM 1:19
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
BIG BEAR DEN, INC.

FILED
98 APR -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is BIG BEAR DEN, INC.

ARTICLE II

The corporation may engage in any and all activity or business for which corporations may be incorporated under the present laws of the State of Florida and such other activity or business for which corporations may be incorporated under the future laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a \$1.00 par value.

ARTICLE IV

The initial Officers of this corporation, who shall serve until the first meeting the Board of Directors and until their successors are elected and qualified, are:

Robert N. Worth
218 West King Street
St. Augustine, Florida 32095

Jane L. Worth
218 West King Street
St. Augustine, Florida 32095

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The name and mailing address of the Incorporator is:

Jane L. Worth
218 West King Street
St. Augustine, Florida 32095

ARTICLE VII

The power of the Incorporator shall terminate upon the filing of this certificate. The names and addresses of the first Stockholders, who will act as the Board of Directors, shall be two in number and shall be as follows:

Robert N. Worth
218 West King Street,
St. Augustine, Florida 32095

Jane L. Worth
218 West King Street
St. Augustine, Florida 32095

ARTICLE VIII

The business of the Corporation shall be managed by the Stockholders of the Corporation, who shall act as the Board of Directors. New Stockholders shall automatically become entitled to act as members of the board of directors, upon their names, as stockholders, being duly entered upon the Corporate books.

ARTICLE VIII

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Florida, and all rights and powers conferred on Directors and Stockholders herein granted are subject to this reservation. A majority vote of all stockholders present and entitled to vote at a duly constituted meeting called for that purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE IX

The Board of Directors is expressly authorized to make, alter or repeal By-Laws of the corporation. Action shall be by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE X

All shareholders shall have preemptive rights to subscribe to any shares of stock of any kind to be issued in the future. Ownership of fractional shares of stock are prohibited.

ARTICLE XI

The private property of the Stockholders of the corporation shall not be subject to the payment of corporate debts.

ARTICLE XII

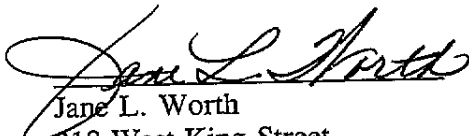
No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation, or upon statements made or which he had reasonable grounds to believe to be true because they were made by officers or employees of the corporation, or were based upon a financial statement of the corporation prepared by an officer or employee of the corporation in charge of its accounts, a certified public accountant or a firm of certified public accountants.

ARTICLE XIII

The corporation may indemnify every person, her heirs, executors and administrators, against any and all judgments, fines, amounts in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, (civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation or at its request, or any other corporation owned or controlled by this corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record this Certificate, and certifies that the facts herein stated are true.

Dated at Palatka, Florida, this 31st day of March, 1998.


Jane L. Worth
218 West King Street
St. Augustine, Florida 32095

STATE OF FLORIDA
COUNTY OF PUTNAM

Before me, the undersigned authority, personally appeared Jane L. Worth, who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowl-

BIG BEAR DEN, INC.
DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BIG BEAR DEN, INC.
2. The name and address of the registered agent is Robert N. Worth,
218 West King Street, St. Augustine, Florida 32095
3. The address of the registered office is 218 West Kings Street, St. Augustine,
Florida 32095.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



218 West King Street
St. Augustine, Florida 32095

edge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth. The foregoing instrument was acknowledged

before me March 30 1998 by Jane L. Worth.

Signature of Notary Public: Lew Merryday



LEW MERRYDAY
MY COMMISSION # CC463878 EXPIRES
June 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Print, Type or Stamp Commissioned Name: LEW MERRYDAY

Commission #: _____ Date Commission Expires: _____

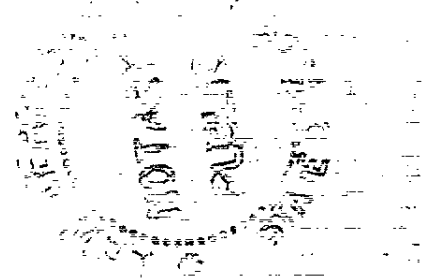
(Check one) Personally known _____ or produced identification ✓

Type of Identification Produced: FLA. DRIVER'S LICENSE # L100-452-53-750-0

(recommend driver's license, or other picture I.D.)(please include State of issuance, I.D. number or otherwise adequately describe identification produced)



LEW MERRYDAY
MY COMMISSION # CC463878 EXPIRES
June 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA