

**P980000035412**

GLENN ANDERSON  
COUNSELOR AT LAW  
FIRST STREET PLAZA  
1128 FIRST STREET, SOUTH  
WINTER HAVEN, FLORIDA 33880  
(941) 299-7348

April 1, 1998

Division Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Attention: DOMESTIC CORPORATION SECTION  
Re: PANDA BEAR EXPRESS, INC.

500002480815--1  
-04/07/98--01040--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed you will find an original and a copy of the Articles of Incorporation of the caption entity. Please certify the copy and return it to this office.

Also enclosed you will find my check in the amount of \$122.50 to cover the following items of costs concerning this transaction:

Filing Fees:	\$ 35.00
Certified copy of	
Articles of Incorporation	52.50
Certificate of Registered Agent	35.00
TOTAL	<u>\$122.50</u>

Please note that we have designated the Registered Agent in the Articles of Incorporation.

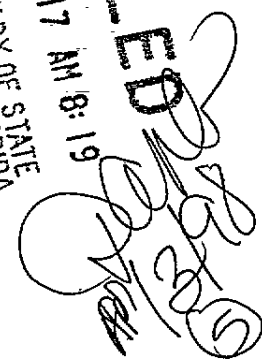
Thank you for your continued courtesy and cooperation in this matter.

Sincerely,

  
GLENN ANDERSON  
Counselor at Law

GA:maj  
encl.

FILED  
98 APR 17 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 8, 1998

GLENN ANDERSON  
1128 FIRST STREET, SOUTH  
WINTER HAVEN, FL 33880

SUBJECT: PANDA BEAR EXPRESS, INC.  
Ref. Number: W98000007889

We have received your document for PANDA BEAR EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 998A00018784

ARTICLES OF INCORPORATION

OF

PANDA BEAR EXPRESS, INC.

**FILED**

98 APR 17 AM 8:19

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Panda Bear Express,  
Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 1008 Bay Ave.,  
Waverly, FL 33877 and the initial registered agent of this corporation at that address is Richard  
Martin.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office is 1008 Bay  
Ave., Waverly, FL 33877 and the mailing address of the principal office is P.O. Box 353, Waverly, FL 33877.

ARTICLE VII - INITIAL BOARD OF DIRECTOR

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial directors of this corporation are:

Richard Martin, 1008 Bay Ave., Waverly, FL 33877

Lillian Martin, 1008 Bay Ave., Waverly, FL 33877

ARTICLE VIII - INCORPORATORS

The names of the persons signing these articles are as follows and the addresses of such persons are as stated in Article VI above:

Richard Martin, 1008 Bay Ave., Waverly, FL 33877

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on March 31, 1998.

Richard Martin  
RICHARD MARTIN

The undersigned hereby accepts the duty of registered agent for the above named corporation and is familiar with and accepts the duties and responsibilities as such registered agent for said corporation.

Richard Martin  
RICHARD MARTIN

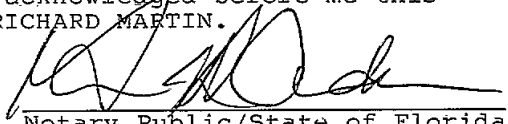
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98 APR 17 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this  
31st day of March, 1998, by RICHARD MARTIN.



Glenn R. Anderson  
MY COMMISSION # GC508747 EXPIRES  
November 7, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public/State of Florida  
Glenn R. Anderson  
My Commission Expires:

Personally Known \_\_\_\_\_ OR Produced Identification ✓

Type of Identification Produced Fl. drivers license

FILED  
98 APR 17 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA