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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: LONE BEAR PRODUCTIONS, INC.

AUDIT NUMBER.....H98000008847

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
LONE BEAR PRODUCTIONS, INC.

Article I - Name

The name of the corporation is: Lone Bear Productions, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

James J. Loncaric
4810 S.W. 10 Street
Plantation, FL 33317

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

James J. Loncaric
4810 S.W. 10 Street
Plantation, FL 33317

S.K. PETERSON
SILER & YAFFE CPA
2419 HOLLYWOOD BLVD.
HOLLYWOOD, FL 33020
(954) 652-8882

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Article VII - Incorporator

The name and address of the person signing these articles is:

James J. Loncaric
4810 S.W. 10 Street
Plantation, FL 33317

Article VIII - Indemnification

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

Article IX - Amendment

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

In witness whereof, the undersigned subscriber has executed these articles of incorporation on this 1st day of May, 1998.


James J. Loncaric

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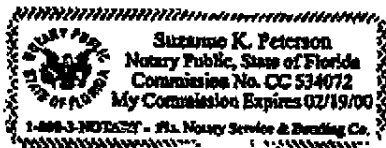
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STATE OF: FLORIDA }
COUNTY OF: BROWARD }

BEFORE ME, a notary public authorized to take acknowledgements in the State and County met forth above personally appeared James J. Loncaric known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 1st day of May, 1998.

My Commission Expires:



Suzanne K. Peterson
Notary Public
State of Florida at Large

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 607.34 Florida Statutes, the following is
submitted:

First-That LONE BEAR PRODUCTIONS, INC. desiring to organize under
the laws of the State of FLORIDA with its principal office, as
indicated in the articles of incorporation at the city of
PLANTATION, County of BROWARD, State of FLORIDA, has named JAMES
J. LANCARIC located at 4810 S.W. 10 STREET, PLANTATION, FL 33317
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate. I hereby accept to act in this capacity, and agree
to comply with the provisions of said act relative to keeping
open said office.

By . 

JAMES J. LANCARIC

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