

LAW OFFICES
JOSEPH & MAREES, P.A.
6320 ST. AUGUSTINE ROAD
BUILDING TEN
JACKSONVILLE, FLORIDA 32217-2813

TELEPHONE 904-636-8600
FACSIMILE 904-636-0856

August 25, 1998

P98000078052

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32304

100002626261--7
-08/27/98--01020--003
****122.50 ****122.50

RE: BEAR FACTS, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$35.00
Registered Agent fee	<u>\$52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Michael J. Marees
MJM:bl
Enclosures

FILED
98 SEP 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 10 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

MICHAEL J. MAREES, ESQ.
6320 ST. AUGUSTINE RD.
BUILDING TEN
JACKSONVILLE, FL 32217-2813

SUBJECT: BEAR FACTS, INC.
Ref. Number: W98000019823

We have received your document for BEAR FACTS, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 298A00044675

ARTICLES OF INCORPORATION
OF
BEAR FACTS OF JACKSONVILLE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. NAME. The name of this corporation is BEAR FACTS OF JACKSONVILLE, INC.

2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 4345 Southpoint Blvd., Suite 100, Jacksonville, FL 32216. The mailing address of the corporation is 4345 Southpoint Blvd., Suite 100, Jacksonville, FL 32216.

3. SHARES. This corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.

4. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is as follows:

William Barry Milligan
4345 Southpoint Blvd., Suite 100
Jacksonville, FL 32216

5. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
William Barry Milligan	4345 Southpoint Blvd., Suite 100 Jacksonville, FL 32216

FILED
98 SEP 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. EFFECTIVE DATE. The effective date of filing of these Articles shall be September 10, 1998.

7. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

8. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

9. DURATION. The period of its duration is perpetual.

10. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of August, 1998.



William Barry Milligan, Incorporator

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.

William Barry Milligan
William Barry Milligan, Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this date before me, Barry Milligan, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared William Barry Milligan, [] personally known to me or [] who produced driver's license as identification and proved to my satisfaction that he/she is the person described above, and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same.

Executed and sealed by me at Jacksonville, Florida on this 18TH day of August, 1998.

Duke Floyd
Notary Public

My Commission Expires:



Vicky G. Wild
MY COMMISSION # CC690188 EXPIRES
October 20, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 SEP 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA