

LAW OFFICES OF
RICHARD M. KNELLINGER, P. A.

RICHARD M. KNELLINGER

KNELLINGER@AOL.COM

TELEPHONE (352) 373-3334

FACSIMILE (352) 376-1214

305 BARNETT BANK BUILDING

2915 NORTHWEST THIRTEENTH STREET

GAINESVILLE, FLORIDA 32609-2889

P98000083948

September 28, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/29/98--01019--008
****122.50 ****122.50

Re: Snickles B. Bear, Inc.
Itty Bitty Greeting Cards, Inc.
SheaCare & Share, Inc.

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporations:

1. 3 Original executed Articles of Incorporation; and
2. Our checks in the amount of \$122.50 for each of the three corporations.

Please return the Certificates and a certified copy of the Articles of each corporation to this office after filing.

Thank you for your consideration in this matter.

Sincerely,


Richard M. "Rick" Knellinger

RMK:sj

Enclosures 6

cc: Beverly A. Shea

FILED
98 SEP 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 29 1998

ARTICLES OF INCORPORATION

OF

Snickles B. Bear, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FL 32300

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is Snickles B. Bear, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 640 S.E. First Street, Melrose, Florida 32666 and the name of its initial registered agent at such address is: BEVERLY A. SHEA.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as the sole member of the initial board of directors is: BEVERLY A. SHEA.

ARTICLE VII

The name and address of the incorporator is:

BEVERLY A. SHEA
640 S.E. First Street
Melrose, Florida 32666

The address of the principal place of business is:

640 S.E. First Street
Melrose, Florida 32666

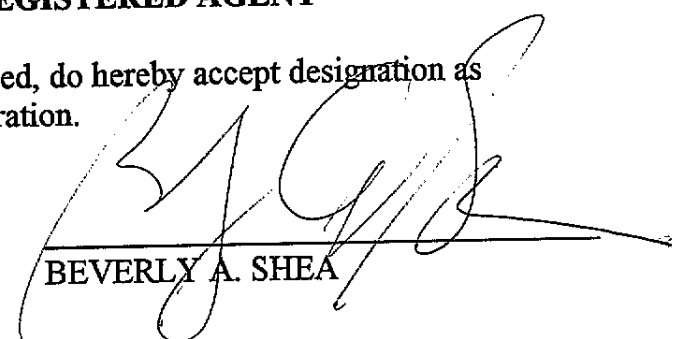
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned at Gainesville, Florida this 24 day of September, 1998.


BEVERLY A. SHEA

ACCEPTANCE AS REGISTERED AGENT

I, BEVERLY A. SHEA, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.


BEVERLY A. SHEA