

P990000023178

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SME Bear Corporation,
Inc

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-03/12/99--01041--016
*****70.00 *****70.00

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*****8.75 *****8.75

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99 MAR 12 AM 10:06
DIVISION OF CORPORATION

Signature _____

Requested by: aj

Name _____

Date 3/12

Time 9:14

Walk-In _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 MAR 12 PM 2:09

R. Purinton MAR 12 1999

ARTICLES OF INCORPORATION

OF

SME BEAR CORPORATION, INC.
a Florida corporation

FILED
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DIVISION OF CORPORATIONS
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I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: **SME BEAR CORPORATION, INC., a Florida corporation.** The address of the principal office of the corporation is: 3529 Cheetham Hill Boulevard, West Palm Beach, Florida 33470.

ARTICLE TWO

PURPOSE

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

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

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

Simone Hebert
3529 Cheetham Hill Boulevard
West Palm Beach, Florida 33470

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3529 Cheetham Hill Boulevard, West Palm Beach, Florida 33470, and the name of the initial registered agent of this corporation at this address is Simone Hebert.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Simone Hebert
3529 Cheetham Hill Boulevard
West Palm Beach, Florida 33470

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Treasurer
Secretary

Simone Hebert
3529 Cheetham Hill Boulevard
West Palm Beach, FL 33470

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

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

ARTICLE FOURTEEN

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of March, 1999.


Simone Hebert

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was sworn to and subscribed before me this 10th day of April, 1999, by Simone Hebert, who has produced Id as identification.

[Signature]
Signature of person taking acknowledgment

Betsy E Wiles
Printed name of person taking acknowledgment



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that SME BEAR CORPORATION, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida, has named Simone Hebert, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provision of said act relative to keeping office open.


Simone Hebert

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