



THE UNITED STATES  
CORPORATION  
COMPANY

PA900042761

FILED

99 MAY 11 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 235793 162543A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 11, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 235793-005

CUSTOMER NO: 162543A

CUSTOMER: John Herrera, Esq  
JOHN HERRERA, ESQ  
JOHN HERRERA, ESQ  
Suite 107  
2501 South Ocean Boulevard  
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: BEAR PAW GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

RECEIVED  
99 MAY 11 PM 12:14  
DIVISION OF CORPORATION

PH  
5/11/99

**ARTICLES OF INCORPORATION**  
**OF**  
**BEAR PAW GROUP, INC.**

FILED  
99 MAY 11 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

**ARTICLE I**  
**NAME**

The name of the corporation shall be **BEAR PAW GROUP, INC.**

**ARTICLE II**  
**BUSINESS AND PURPOSE**

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

**ARTICLE III**  
**STOCK**

This corporation is authorized to issue 100,000 shares of common stock having \$.01 per share par value. The corporation is authorized to issue Series 1 common voting shares and Series 2 common non-voting shares. All of the rights, preferences, privileges and restrictions granted to both series shall be the same with the exception that Series 1 shares shall be allowed all voting privileges and Series 2 shall not be allowed any voting privileges. The total number of shares of Series 1 is 10,000 and the total number of shares of Series 2 is 90,000.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

**ARTICLE IV**  
**AMENDMENTS TO ARTICLES & BYLAWS**

Any amendments to the corporation's Articles of Incorporation or Bylaws shall be approved by at least a two-thirds (66.66%) vote of the corporation's shares of outstanding voting common stock.

**ARTICLE V**  
**TERMS OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at 1150 Hillsboro Mile #815, Hillsboro Beach, FL 33062, with privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Agent of this corporation shall be JOHN A. HERRERA, a resident of Florida, and the Registered Office of the corporation shall be 2501 South Ocean Boulevard, Suite 107, Boca Raton, Florida, 33432.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a board of not less than one (1) and not more than five (5) directors.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

**NAME**

**ADDRESS**

John A. Herrera

2501 South Ocean Blvd., Suite 107, Boca Raton, FL 33432

**ARTICLE X**  
**MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**ARTICLE XI**  
**TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors as a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### **ARTICLE XII** **INCORPORATOR**

The name and address of the incorporator is **JOHN A. HERRERA**, having his principal place of business located at 2501 South Ocean Boulevard, Suite 107, Boca Raton, Florida, 33432.


#### **ARTICLE XIII** **COMMENCEMENT OF EXISTENCE**

This corporation shall commence its existence on the date of filing of the Articles of Incorporation.

#### **ARTICLE XIV** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

*IN WITNESS WHEREOF*, I have made, subscribed and acknowledged these Articles of Incorporation, this 10th day of May 1999.

  
**John A. Herrera**  
Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
99 MAY 11 PM 1:31  
SECRETARY OF STATE  
TREASURER  
FLORIDA

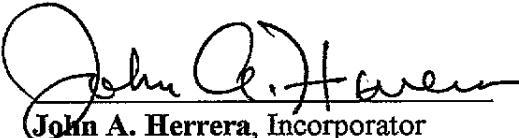
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **BEAR PAW GROUP, INC.**
2. The name and address of the registered agent and office is:

John A. Herrera

2501 South Ocean Boulevard, Suite 107

Boca Raton, Florida 33432

  
John A. Herrera, Incorporator

DATE: 5/10/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
John A. Herrera

DATE: 5/10/99