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JEFFREY C. SPARKS, P.A.
ATTORNEY AND COUNSELOR AT LAW



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 1999

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****122.50 *****78.75

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

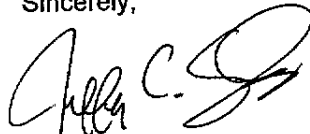
RE: Joe Bear's Enterprises, Inc

Dear Sir or Madam:

Enclosed please find an original and one copy of articles of incorporation for the above-referenced. Please file the original in accordance with your office's normal procedures, returning the file-stamped copy to the undersigned. My check in the amount of \$122.50 is enclosed in payment of the required fee.

Your cooperation is greatly appreciated. Please do not hesitate to contact the undersigned with questions or comments.

Sincerely,


Jeffrey C. Sparks, Esq.

JCS.bms
enclosures

Reply To: ORLANDO
Email: jsarkspa@bellsouth.net

Kissimmee Office:
808 N. Main St.
Kissimmee, FL 34741
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(407) 898-2635 Voice
(407) 896-5443 Fax

Sanford Office:
204 North Elm Ave.
Sanford, FL 32771
(407) 324-9111 Voice
(407) 324-7007 Fax

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**ARTICLES OF INCORPORATION
OF
Joe Bear's Enterprises, Inc.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Joe Bear's Enterprises, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of execution hereof.

ARTICLE III

The street address of the principal office of the Corporation is:

1611 Horseshoe Terrace, Deltona, FL 32738

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 7500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1611 Horseshoe Terrace, Deltona, FL 32738. The initial registered agent for the Corporation at that address is Stephen J. Stoldt.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Stephen J. Stoldt	1611 Horseshoe Terrace, Deltona, FL 32738

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Stephen J. Stoldt	1611 Horseshoe Terrace, Deltona, FL 32738

ARTICLE VIII

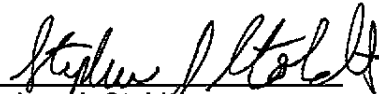
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12th day of July, 1999.


Stephen J. Stoldt

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Joe Bear's Enterprises, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Stephen J. Stoldt

Dated July 12th, 1999.

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TALLAHASSEE, FLORIDA