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M.A. Faichney & Associates, P.A.
11386 PROSPERITY FARMS RD, STE 112
PALM BEACH GARDENS, Florida 33410

October 25, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee Fl 32314

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the fee for the Articles of Incorporation for **GRIZZLY BEAR EXPRESS, INC.** Also note that we are waiving the Certified Copy for the above-mentioned corporation.

Please send the proper documents to my office at the address listed above.

Thank you.

Ann Czerninski

ANNE CZERWINSKI

MAF:mas

Enclosure

Ann
AUTHORIZATION BY PHONE TO
CORRECT *articles*
DATE *10-28-99*
DOC. EXAM *fu*

FILED
99 OCT 27 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone (561) 691-1100 Fax (561) 626-3040

W99-24661

R. VARNADORE OCT 28 1999

ARTICLES OF INCORPORATION
OF
GRIZZLY Bear Express, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is GRIZZLY Bear Express, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is **6310 Pinestead Drive #413 Lake Worth, Fl. 33463** and the initial registered agent(s) of this corporation at that address is: **Daniel Lora**

ARTICLE V
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director(S) of this corporation is:

NAME
Daniel Lora

ADDRESS
6310 Pinestead Drive #413
Lake Worth, Florida 33462

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ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

NAME

ADDRESS

Daniel Lora

6310 Pinestead Drive #413
Lake Worth, Florida 33462

ARTICLE VIII
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

ARTICLE X
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this corporation may take action by Written consent.

ARTICLE XI
INDEMNIFICATION

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

FILED
OCT 27 PM 5:20
CLERK OF STATE
LAHASSEE, FLORIDA

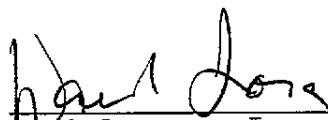
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ARTICLE XII
AMENDMENT

These corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: GRIZZLY Bear Express, Inc. desiring to organize under the laws of the State of Florida, with its principal place of 6310 Pinestead Drive #413, Lake Worth, Florida 33462 has named: Daniel Lora located at 6310 Pinestead Drive #413, Lake Worth, Florida 33462 as its agent to accept service of process within Florida.



Daniel Lora -Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

10/28
Date


Agent- Daniel Lora