

P00000027660

WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700

JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

April 12, 2000

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

Re: ROUND TOED SNEAKERS, INC.

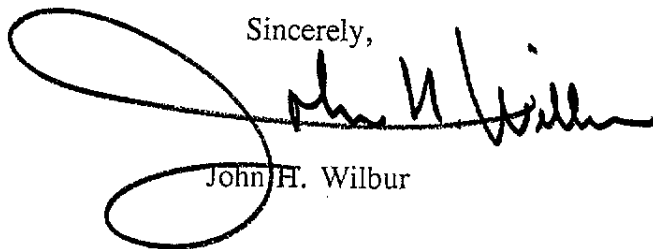
000003211170--0
-04/17/00--01115--003
*****35.00 *****35.00

Gentlemen:

We are enclosing in duplicate Amended and Restated Articles of Incorporation on the above corporation.

We also enclose our check in the amount of \$35.00 in payment of the fee. We request that you process the enclosed document for this corporation and return a copy of the Amended and Restated Articles of Incorporation to us when they have been filed.

Sincerely,



John H. Wilbur

JHW:cma
Enclosures

Tara Lane authorized
to add word principal
in art IV and to delete
word initial in art VI.

Amend
LPS
6-28-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 1:44



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2000

JOHN H. WILBUR
WILBUR & ALLEN
PO BOX 58
JACKSONVILLE, FL 32201

SUBJECT: ROUND TOED SNEAKERS, INC.
Ref. Number: P00000027660

RECEIVED
00 JUN 27 AM 10:35
DIVISION OF CORPORATIONS

We have received your document for ROUND TOED SNEAKERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

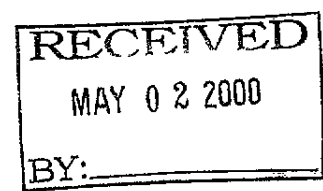
The name and title of the person signing the document must be noted beneath or opposite the signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

✓ THE WORD INITIAL MUST BE REMOVED FROM ARTICLE VI.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.



Karen Gibson
Corporate Specialist

Letter Number: 900A00022269

LAW OFFICES OF
WILBUR & ALLEN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR RA.
DUDLEY D. ALLEN RA.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

June 23, 2000

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Subject: Round Toes Sneakers, Inc.
Re: P00000027660

Gentlemen:

I am returning with this letter the following:

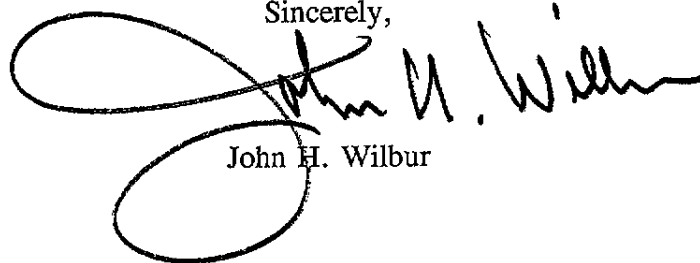
1. Your letter dated April 24, 2000 concerning the above corporation.
2. Certificate accompanying the restated Articles of Incorporation showing the information you requested. The certificate is signed by Marla D. Golden, D.O. as Chairman of the Board and President of the corporation.
3. Restated Articles of Incorporation of Round Toed Sneakers, Inc.

We have previously submitted to you our check for your fee in the amount of \$35.00 which you are holding.

If this submission now meets with your approval please file and provide us a copy after filing has been accomplished.

Thank you for your assistance.

Sincerely,



John H. Wilbur

JHW:tl1

AMENDED
ARTICLES OF INCORPORATION

00 JUN 27 PM 1:44

OF

ROUND TOED SNEAKERS, INC.

ARTICLE I. NAME

The name of the corporation is:

ROUND TOED SNEAKERS, INC.

The principal office and mailing address of the corporation is University Professional Center 4131 University Blvd., South, Building 11, Suite B, Jacksonville, FL 32216. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock, each share having a par value of 50¢.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the ^{principal} office of this corporation in the State of Florida is:

University Professional Center
4131 University Blvd., South
Building 11, Suite B
Jacksonville, FL 32216

The name of the registered agent of this corporation at that address is:

John H. Wilbur
112 West Adams Street, Suite 1700
Jacksonville, FL 32202

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than one (1). The name and address of the director of this corporation is:

NAME

ADDRESS

Marla D. Golden, D.O.

University Professional Center
4131 University Blvd., South
Building 11, Suite B
Jacksonville, Florida 32216

ARTICLE VII. BYLAWS

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

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold 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. The price and terms at 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 IX. 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE X. 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 XI.

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

ARTICLE XII. AMENDMENT

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

ARTICLE XIII. INCORPORATOR

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

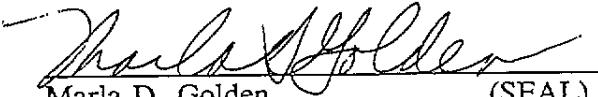
NAME

ADDRESS

Marla D. Golden

-- University Professional Center
4131 University Blvd., South
Building 11, Suite B
Jacksonville, Florida 32202

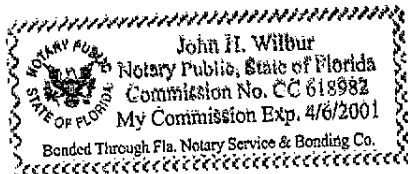
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 22nd day of June, 2000.

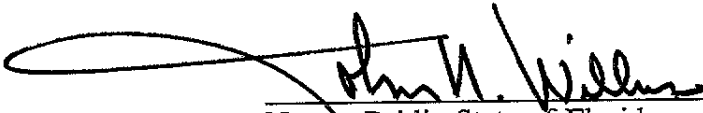

Marla D. Golden (SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Marla D. Golden, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of June, 2000.





Notary Public-State of Florida
at Large.

My Commission Expires:

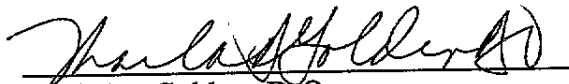
**CERTIFICATE CONCERNING THE ADOPTION OF Amended ARTICLES OF
INCORPORATION OF ROUND TOED SNEAKERS, INC.**

The undersigned hereby certifies in her capacity as President of Round Toed Sneakers, Inc. that.

(1) The Amended Articles of Incorporation of Round Toed Sneakers, Inc. attached hereto contains an amendment which did require shareholder approval.

(2) The Amendment authorizing the amendment of the Articles of Incorporation and the filing of such Articles with the Florida Secretary of State was adopted at a meeting of shareholders on April 12, 2000. At the meeting of the shareholders approval of the Amended Articles of Incorporation was voted upon and approved by 1000 votes which constituted all of the shares of the Corporation and was a sufficient number of votes for approval of the Amended Articles of Incorporation.

Dated this 2nd day of May, 2000.


Marla D. Golden, D.O.
Chairman of the Board of Directors and
President