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SECRETARY OF STATE
TAMMESAEE, FLORIDA
FILED
77 PM 12:57

Requestor's Name

KURT A. JOSEPHS, 6203-C West Sand Lake Road Orlando, Florida 32819.

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) **600002897246--5**
06/07/99 01149--011
 *****78.75 *****78.75
- 2. _____ (Corporation Name) _____ (Document #) **CC**
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
KICKS & THRED3 INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name: The name of this corporation is KICKS & THRED3 INC.

ARTICLE II. Duration: The corporation shall have perpetual existence. —

ARTICLE III. Purpose: The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows: —

1. To engage in any and all lawful business activity permitted under the law of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefor. —
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with Laws of the State of Florida. —
4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers. —

ARTICLE IV. Capital Stock: This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. Initial Registered Office and Agent: The street address of the initial registered office is 6203-C West Sand Lake Road Orlando, Florida 32819, and the principal place of business of the corporation is 6203-C West Sand Lake Road Orlando, Florida 32819. The name of the initial registered agent is KURT A. JOSEPHS. —

ARTICLE VI. Initial Board of Directors: The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as set forth by the By Laws but in any event, shall not be less than one. The name(s) and address(es) of the initial director is:

KURT A. JOSEPHS, 6203-C West Sand Lake Road Orlando, Florida 32819.

ARTICLE VII. Incorporator: The name and address of the person signing these Articles is :
KURT A. JOSEPHS, 6203-C West Sand Lake Road Orlando, Florida 32819.

ARTICLE VIII. Pre-emptive Rights: Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. By-Laws: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. Small Business Corporations: This corporation shall be deemed to be a "Small Business Corporation" under the appropriate provisions of the Internal Revenue Code.

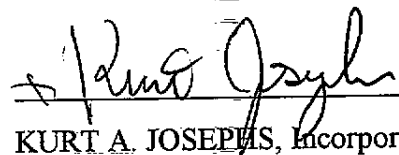
ARTICLE XI. Officers: The officer of the corporation shall be President/Secretary/Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

KURT A. JOSEPHS, President/Secretary/Treasurer.

ARTICLE XII. Commencement of Existence: This corporation shall have perpetual existence which shall begin on the date of the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF the undersigned subscribed has executed these Articles of Incorporation this 4th day of June, 1999.




KURT A. JOSEPHS, Incorporator

STATE OF FLORIDA

COUNTY OF Orange:

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared KURT A. JOSEPHS, to me known to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affix my official seal in the State and County aforesaid this 4th day of June, 1999.



Nancy Murphy

Notary Public - State of Florida

My commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said

Act:

First: That KICKS & THREDD³, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Orlando, State of Florida, has named KURT A. JOSEPHS, located at 6203-C West Sand Lake Road Orlando, Florida 32819, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 provisions of said Act, relative to keeping open said office.

Kurt A. Josephs
KURT A. JOSEPHS (known)

Registered Agent.