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August 5, 1999

VIA FEDERAL EXPRESS 7922 6847 8423

Katherine Harris, Secretary of State
Florida Department of State
PL-02, The Capitol
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation
Collective Soles, Inc.

Dear Ladies and Gentlemen:

Enclosed for filing please find the Articles of Incorporation of Collective Soles, Inc. and Money Order #687798846 in the amount of \$78.75 for the following:

Filing Fee	\$70.00
Certified Copy	<u>8.75</u>
 Total	 \$78.75

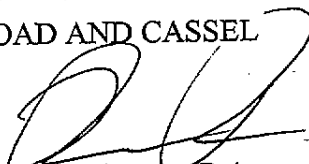
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*****78.75 *****78.75

Also enclosed is a postage paid return envelope for your convenience in returning the certified copy for our records. Please do not hesitate to call should you have any questions.

Kindest regards.

Very truly yours,

BROAD AND CASSEL



Russell S. Thomas, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RST:dg
Enclosures

TS 8/12/99

ARTICLES OF INCORPORATION
OF
COLLECTIVE SOLES, INC.

The undersigned incorporators to these Articles of Incorporation hereby form **COLLECTIVE SOLES, INC.**, a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: COLLECTIVE SOLES, INC. The mailing address of the Corporation is: 1623 W. SNOW CIRCLE, TAMPA, FLORIDA 33606. The street address of the Corporation is: 1623 W. SNOW CIRCLE, TAMPA, FLORIDA 33606.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

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(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 100 North Tampa Street, Suite 3500, Tampa, FL 33602, and the name of its initial registered agent at such address is Russell S. Thomas, Esquire.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Charles Gardner	1623 W. Snow Circle Tampa, FL 33606
Kimberly Gardner	1623 W. Snow Circle Tampa, FL 33606

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Russell S. Thomas, Esquire	100 North Tampa Street, Suite 3500 Tampa, FL 33602

ARTICLE IX

Bylaws

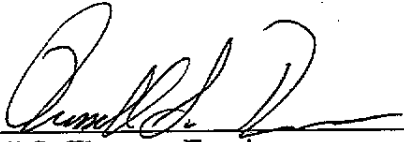
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

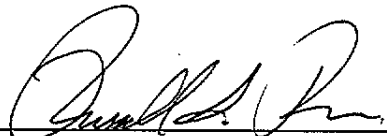
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4th day of August, 1999.



Russell S. Thomas, Esquire

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.



RUSSELL S. THOMAS

Dated: August 4th, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA