

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Elan Shoes, L.C.

	O.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KR		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

## SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit: Invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Annum.

THANK YOU  
 from  
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 11/22

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 2:00 2/2 APB 11/25  
 WIN Pick Up

**ARTICLES OF ORGANIZATION**

**OF**

**ÉLAN SHOES, L.C.**

**FILED**  
**96 NOV 22 PM 3:13**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**  
**LIMITED LIABILITY COMPANY NAME**

The name of this limited liability company shall be:

**ÉLAN SHOES, L.C.**

**ARTICLE II**  
**COMMENCEMENT AND DURATION**

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The limited liability company is hereby organized for the purposes of retail sale of shoes in and outside the State of Florida but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND**  
**REGISTERED OFFICE ADDRESS**

The initial business address for the limited liability company shall be:

**3424 Jean Circle**  
**Tampa, Florida 33629**

and the name and address of the initial registered agent for the limited liability company shall be:

**James R. Chandler, III**  
**BENDER, BENDER & CHANDLER, P.A.**  
**1819 Main Street, Suite 302**  
**Sarasota, Florida 34236**

**ARTICLE V**  
**CONTRIBUTIONS**

The total cash initially contributed to the limited liability company shall be Ten Thousand Dollars (\$10,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

**ARTICLE VI**  
**INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY**

The initial organizers of this limited liability company are:

James R. Chandler, III  
1819 Main Street, Suite 302  
Sarasota, Florida 32436

Harry K. Bender  
5915 Ponce de Leon Blvd., Suite 60  
Coral Gables, Florida 33146

**ARTICLE VII**  
**INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY**

The initial members of this limited liability company are:

Katherine C. Stewart  
3424 Jean Circle  
Tampa, Florida 33629

Robyn L. Green  
5024 Cypress Trace Drive  
Tallahassee, Florida 33624

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

**ARTICLE VIII**  
**DEATH OR INCAPACITY OF A MEMBER OR MEMBERS**

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

#### **ARTICLE IX MANAGEMENT**

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial manager shall be Katherine C. Stewart, 3424 Jean Circle, Tampa, Florida 33629, who shall serve in such capacity until the first annual meeting of members or until a successor is duly elected and qualified.

#### **ARTICLE X REGULATIONS OF LIMITED LIABILITY COMPANY**

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

#### **ARTICLE XI INDEMNIFICATION**

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 2<sup>nd</sup> day of November, 1996.

By:   
JAMES R. CHANDLER, III

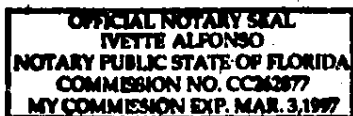
By:   
HARRY K. BENDER

STATE OF FLORIDA)  
COUNTY OF DADE )

SWORN TO and SUBSCRIBED before me this 2<sup>nd</sup> day of November, 1996, by JAMES R. CHANDLER, III and HARRY K. BENDER, who are personally known to me and/or who have produced Florida Driver's License No. as identification and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND REGISTERED OFFICE**

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED this 20<sup>th</sup> day of November, 1996.

  
James R. Chandler, III

FILED  
96 NOV 22 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# L96000001232

ATTORNEYS AT LAW

8818 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146  
(305) 552-1133  
TELEFAX NO. 552-4408

1818 MAIN STREET, SUITE 308  
SANABOTA, FLORIDA 34430  
(941) 981-1803  
TELEFAX NO. 981-1308

HARRY K. BENDER  
GEORGE C. BENDER  
JAMES R. CHANDLER, III

REPLY TO: \_\_\_\_\_

April 8, 1997

Secretary of State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

Sarasota  
97 APR 15 PM 1:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Filing Amended Articles of Organization of  
ÉLAN SHOES, L.C.

800002143928--0  
-04/15/97--01082--004  
\*\*\*\*105.00 \*\*\*\*105.00

Ladies/Gentlemen:

Enclosed herewith please find the original Certificate of Amendment to Articles of Organization of ÉLAN SHOES, L.C. for purposes of filing with your office. Also enclosed is a duplicate copy of such Certificate of Amendment together with our office check in the amount of \$105.00 for the \$52.50 filing fee and the \$52.50 for an optional certified copy.

If you should have any questions or comments concerning the foregoing, please contact the undersigned at the above telephone number.

Sincerely yours,

*James Chandler III*

James R. Chandler, III

JRC:il  
Enclosures

VS APR 21 1997

N/c

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**FILED**  
97 APR 15 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ELAN SHOES, L.C.  
(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The date of filing of the articles of organization was November 22, 1996

**SECOND:** The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

**ARTICLE I**

**LIMITED LIABILITY COMPANY NAME**

The name of this limited liability company shall be:

**WELL-HEELED, L.C.**

Dated April 8, , 19 97 .

  
Signature of a member or authorized representative of a member

**KATHERINE C. STEWART**

Typed or printed name of person signing