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**ROSSWAY MOORE
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963

October 16, 2000

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
JAMES A. TAYLOR, III*
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

FILED

00 OCT 18 AM 11:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(561) 231-4440

FACSIMILE
(561) 231-4430

Florida Department of State
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/18/00--01058--013
*****78.75 *****78.75

RE: ~~THE~~ Sneaker Exchange of Indian River County, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the captioned entity for filing. Also enclosed is a check in the amount of \$78.75 representing the filing fee of \$35.00, the registered agent designation of \$35.00 and \$8.75 for one certified copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,



A. Dawn Massarelli
Legal Assistant

Enclosure

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Dawn Massarelli - GAVE

AUTHORIZATION BY [signature] TO

RA - Article ~~1~~ 2
but page

DATE: 10/18/00

BY: [signature] CH

W 25290
7H 10/23/00

ARTICLES OF INCORPORATION

THE SNEAKER EXCHANGE OF INDIAN RIVER COUNTY, INC.

FILED

00 OCT 18 AM 11:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the Incorporators, each being a natural person of the age of twenty-one years or more and a citizen of the United States, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be The Sneaker Exchange of Indian River County, Inc. and it shall be referred to herein as the "Corporation."

ARTICLE II

Purposes and Limitations

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of incorporation.
3. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.

ARTICLE III

Dissolution of the Corporation

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as

described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court to have jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE IV

Membership; Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors will be elected under a method to be stated in the bylaws of the Corporation.

ARTICLE V

Registered Agent

The name and address of the initial registered agent and registered office are:

John E. Moore, III
5070 North Highway A-1-A
Suite 200
Vero Beach, Florida 32963

ARTICLE VI
Initial Principal Office

The name and address of the initial principal office of the Corporation (which is the same as the street address) are:

The Sneaker Exchange of Indian River County, Inc.
c/o John E. Moore, III
5070 North Highway A-1-A
Suite 200
Vero Beach, Florida 32963

ARTICLE VII
Indemnification

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

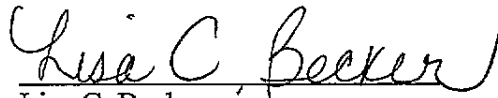
ARTICLE VIII
Amendment

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

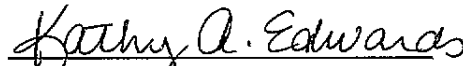
ARTICLE IX
Incorporation of Definition of Terms

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

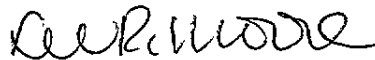
We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete. Executed this 28th day of September, 2000.



Lisa C. Becker
Incorporator
989 Bay Oak Drive
Vero Beach, Florida 32963



Kathy A. Edwards
Incorporator
536 Point Lane
Vero Beach, Florida 32963



Lee R. Moore
Incorporator
1036 Indian Mound Trail
Vero Beach, Florida 32963

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

OCT 18 AM 11:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

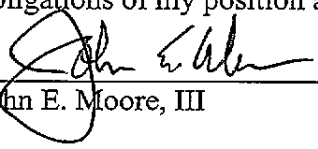
1. The name of the corporation is:

THE SNEAKER EXCHANGE OF INDIAN RIVER COUNTY, INC.

2. The name and address of the registered agent and office is:

JOHN E. MOORE, III
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.



John E. Moore, III

9/28/00

Date