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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

CLEATS & SNEAKS, INC.

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December 21, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FAS-T

SUBJECT: CLEATS & SNEAKS, INC.
REF: W05000055967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

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December 21, 2005

Florida Division of Corporations
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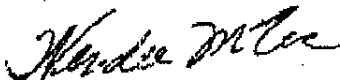
RE: Cleats & Sneaks, Inc.
Document #: P05000121372
EIN #: 20-3396941

Dear Madame or Sir:

Please be advised that Cleats & Sneaks, Inc. was incorrectly setup as a for profit corporation and as a result will be dissolved and reincorporated under the same name as a non for profit organization with the state of Florida as soon as possible.

As a result Cleats & Sneaks, Inc., a For Profit Corporation, has no intention of revoking the dissolution in any way, shape or form.

Sincerely,



Wende McCue

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
for
CLEATS & SNEAKS, INC.**

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I: Name

The name of the Corporation is Cleats & Sneaks, Inc. Principal place of business is 3417 N.E. 31st Avenue, Lighthouse Point, Florida 33064.

ARTICLE II: Purpose

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The specific purpose is to have cleats and sneakers donated to the organization which will then be refurbished and then given to less fortunate athletes.

ARTICLE III: Membership

There will be no membership in the corporation.

ARTICLE IV: Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE V: Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Wendee McCue, 3417 NE 31st Avenue, Lighthouse Point, Florida 33064, and the name of the initial registered agent of this Corporation at that address is Wendee McCue. The principal office address of the corporation shall be the same as above.

ARTICLE VI: Incorporator

The name and address of the incorporator of these Articles of Incorporation is Wendee McCue, 3417 N.E. 31st Avenue, Lighthouse Point, Florida 33064.

ARTICLE VII: Trustees

The number of Trustees constituting the initial Board of Trustees is one (1) and the name and address of the person who is serving as the initial Trustee is:

Wendee McCue
3417 N.E. 31st Avenue
Lighthouse Point, Florida 33064

The manner of the election of the Trustee shall be stated in the By-Laws.

ARTICLE VIII: By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Trustees.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Trustees.

ARTICLE IX: Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees.

ARTICLE X: Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, trustee, officer, or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in article II.

ARTICLE XI: Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(C)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE XII: Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Trustees to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law, including, but not limited, to another qualified Private Foundation. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Broward County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII: Federal Income Tax

This corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

- a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.
- b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.
- c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.
- d) The corporation will not make investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.
- e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax law.

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ARTICLE XIV: Indemnification

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

ARTICLE XV: Meetings By Teleconferencing

Any and all meetings of the Trustees or Officers may be attended in person or by telephone or other form of electronic conferencing.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20 day of December 2005.


INCORPORATOR


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**DESIGNATION OF REGISTERED AGENT
FOR
CLEATS & SNEAKS, INC.**

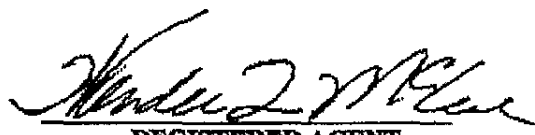

A Florida Corporation Not-For-Profit

Pursuant to Section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

Cleats & Sneaks, Inc. is desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Wendee McCue, 3417 N.E. 31st Avenue, Lighthouse Point, Florida 33064, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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 and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.


REGISTERED AGENT


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