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To:

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

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : T20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT/NON PROFIT CORPORATION

Giving Soles, Inc.

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DEC. 15. 2006 12:53PM

CAPITAL CONNECTION

NO. 4046 P. 2
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H06000296001

06 DEC 15 PM 9:50

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the Corporation is: Giving Soles, Inc.

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the incorporation is:

950 Winter Park Dr
Suite 320
Casselberry, FL 32707

ARTICLE III - PURPOSE

Said 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, or the corresponding section of any future federal tax code.

ARTICLE IV- MANNER OF ELECTION

The manner in which the directors are elected or appointed: by majority vote

ARTICLE V- INITIAL DIRECTORS AND/ OR OFFICERS

JEFF D. HIGUERA
PRESIDENT
950 WINTER PARK DRIVE, SUITE 320
CASSELBERRY, FLORIDA 32707

TRACY HIGUERA
VICE PRESIDENT
950 WINTER PARK DRIVE, SUITE 320
CASSELBERRY, FLORIDA 32707

ARTICLE VI - INITIAL REGISTERED AGENT

Lee Karina Lima, KORSHAK & ASSOCIATES, P.A. 8680 Commodity Circle, Suite 200B
Orlando, Florida, 32819

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ARTICLE VII- INCORPORATOR

JEFF D. HIGUERA
950 WINTER PARK DRIVE, SUITE 320
CASSELBERRY, FLORIDA 32707

ARTICLE VIII- EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof. No substantial 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributing income imposed by section 1942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4947 (d) if the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holding as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX- DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

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DEC. 15. 2006 12:53PM

CAPITAL CONNECTION

NO. 4046 P. 4

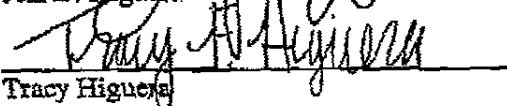
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principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated this 2 day of October, 2006.

Giving Soles, Inc.


Jeff D. Higuera


Tracy Higuera

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DEC. 15. 2006 12:53PM

CAPITAL CONNECTION

NO. 4046 P. 5

H06000296001

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED INCORPORATION SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT
IN THE STATE OF FLORIDA.**

1. The name of the Incorporation is: Giving Soles, Inc.
2. The name and the Florida street address of the registered agent are:

Lee Karina Lima
KORSHAK & ASSOCIATES, P.A.
8680 Commodity Circle, Suite 200B
Orlando, Florida 32819

*Having been named as registered agent and to accept service of process for the above stated
limited liability company 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.*



Lee Karina Lima

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