



Miami Subs Corporation
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March 11, 1999

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

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 33314

Dear Sirs:

Enclosed please find an original and a copy of the proposed Articles of Incorporation for STEPP'N UP CORPORATION, a Not For Profit Corporation, for filing. Per your instructions, I have enclosed a check payable to the Secretary of State in the amount of \$78.75 for the filing fee.

If you have any questions, or require further, please contact me directly.

Sincerely,

MIAMI SUBS CORPORATION

Lori W. March

Lori W. March
Corporate Counsel

FILED
99 APR 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

LORI W MARCH
MIAMI SUBS CORPORATION
6300 NW 31 AVE
FT LAUDERDALE, FL 33309

SUBJECT: STEPP'N UP CORPORATION
Ref. Number: W99000006659

We have received your document for STEPP'N UP CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 899A00013781

ARTICLES OF INCORPORATION
OF
STEPP'N UP SHOES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Profit Corporation Act, hereby adopts the following Articles of Incorporation.

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99 APR 15 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I/NAME

The name of the corporation shall be: Stepp'n Up Shoes, Inc.

ARTICLE II/ PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2798 N.W. 27th Terrace, Boca Raton, FL 33434

ARTICLE III/PURPOSE(S)

The specific purpose (s) for which the corporation is organized is (are):
To raise funds and solicit contributions of shoes and other goods for the benefit of economically disadvantaged individuals.

ARTICLE IV/MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:
pursuant to the by laws.

ARTICLE V/INITIAL REGISTERED AGENT AND STREET

The name and Florida street address of the initial registered agent is:
Donald L. Perlyn/2798 N.W. 27th Avenue, Boca Raton, FL 33424

ARTICLE VI/INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporations is:
Lori March/6300 N.W. 31 Avenue, Ft. Lauderdale, FL 33309

The undersigned incorporator has executed these Articles of Incorporation this
13th day of April, 1999.

INCORPORATOR:

Lori March
LORI MARCH

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent of Stepp'n Up Shoes, Inc., Florida not for profit corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this:
14th day of April, 1999.

By: _____

Donna L. Perlyn

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99 APR 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA