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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OLD BOOTS, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
00 JAN 20 AM 1:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JAN 20 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
OLD BOOTS, INC.

FILED  
00 JAN 20 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
Corporate Name

The name of this corporation shall be OLD BOOTS, INC. The address of the principal place of business of this corporation is 901 SW 27 Avenue, Fort Lauderdale, Florida, 33312.

ARTICLE II  
Nature of Corporate Business

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III  
Capital Stock

This corporation is authorized to issue a maximum of one hundred (100) shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00.

ARTICLE IV  
Term of Existence

This corporation is to exist perpetually.

ARTICLE V  
Initial Registered Agent and Initial Registered Office

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Robert G. Milne  
901 SW 27 Avenue  
Fort Lauderdale, FL 33312

ARTICLE VI  
Directors

The number of Directors may be altered from time to time by By-Laws adopted by the stockholders. However, this corporation shall have no less than one (1) director at any time. The names and post office addresses of the initial Directors of this corporation are:

ROBERT G. MILNE

901 SW 27 Avenue  
Fort Lauderdale, Florida 33312

DAVID W. SHIDLER

901 SW 27 Avenue  
Fort Lauderdale, Florida 33312

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

**ARTICLE VII**  
**Incorporators**

The names and post office addresses of the subscribers to these Articles of Incorporation are:

**ROBERT G. MILNE**

901 SW 27 Avenue  
Fort Lauderdale, Florida 33312

**DAVID W. SHIDLER**

901 SW 27 Avenue  
Fort Lauderdale, Florida 33312

**ARTICLE VIII**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporators, for the purpose of forming a corporation to do business within or without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

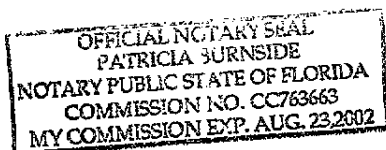
  
ROBERT G. MILNE

  
DAVID W. SHIDLER

The foregoing Articles of Incorporation were acknowledged before me at Fort Lauderdale, Florida, this 18 day of January, 2000, by ROBERT G. MILNE and DAVID W. SHIDLER, who produced Florida driver licenses for identification, or who are personally known to the undersigned.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



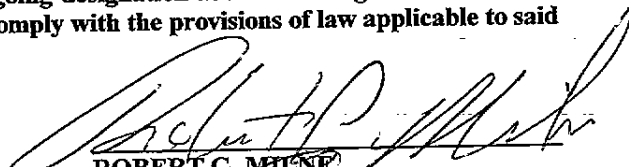
**CERTIFICATE DESIGNATING RESIDENT AGENT  
FOR SERVICE OF PROCESS**

Pursuant to Chapter 607.034, Florida Statutes, the undersigned hereby designates **ROBERT G. MILNE**, 901 SW 27 Avenue, Fort Lauderdale, Florida, 33312, at its Resident Agent to accept service of process within this State.

**OLD BOOTS, INC.**

By:   
**DAVID W. SHIDLER, Secretary**

The undersigned hereby accepts the foregoing designation as Resident Agent for service of process within the State of Florida and agrees to comply with the provisions of law applicable to said designation.

  
**ROBERT G. MILNE**

**FILED**  
00 JAN 20 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA