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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN, CRIMELLA

Account Number : I19980000100

Phone : (305) 743-9427

Fax Number : (305) 743-8800

FLORIDA PROFIT CORPORATION OR P.A.

INSPIRING SOLES, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
of
INSPIRING SOLES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is INSPIRING SOLES, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is: 2975 Overseas Highway, Marathon, FL 33050

The name of the initial registered agent of this corporation at that address is: Robert K. Miller.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws.

The name of the initial directors :

JEANNE YVONNE VICARIO

The address of the initial directors is:

**5181 OVERSEAS HIGHWAY
MARATHON, FLORIDA 33050**

ROBERT K. MILLER, ESQUIRE
CUNNINGHAM, MILLER, HEFFERNAN, HAMILTON & WOLFE, LLP
2975 Overseas Highway, Marathon, FL 33050 1
(305) 743-9427

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ARTICLE VI - INCORPORATORS.

The name and address of the persons signing these Article are:

JEANNE YVONNE VICARIO
5181 OVERSEAS HIGHWAY
MARATHON, FLORIDA 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

5181 OVERSEAS HIGHWAY
MARATHON, FLORIDA 33040

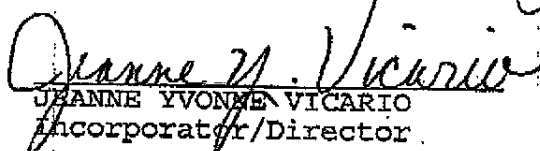
ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of January 2000.


JEANNE YVONNE VICARIO
Incorporator/Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 18 day of January, 2000, by JEANNE YVONNE VICARIO who is personally known to me.

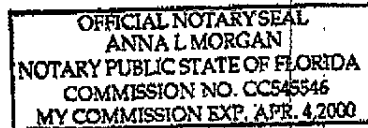
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my Official Seal in the State and County aforesaid this 18 day
of January, 2000.

Anna L. Morgan Anna L. Morgan
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE

Designating place of business or domicile for the
service of process within Florida, naming agent upon whom process
may be served, in compliance with Section 48.091, Florida
Statutes, the following is submitted:

FIRST: INSPIRING SOLES, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 5181 OVERSEAS HIGHWAY, MARATHON,
FLORIDA 33050 has named ROBERT K. MILLER, 2975 OVERSEAS HIGHWAY,
MARATHON, Florida 33050 as its agent to accept service of process
with Florida.

Jeanne Y. Vicario
JEANNE YVONNE VICARIO
Incorporator/Director

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.

Robert K. Miller
ROBERT K. MILLER
Registered Agent

Dated:

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TALLAHASSEE, FLORIDA

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