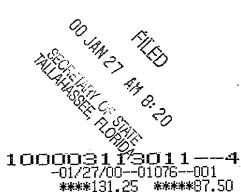
POODOOI 1215

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



SUBJECT: HEELZ.COM, INC. (Proposed corporate name - must include suffix)			
Enclosed is an original	and one(1) copy of the articles	s of incorporation and a c	check for :
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	□\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate
		ADDITIONAL CO	PY REQUIRED
FROM: _	DEBORA RODI Name (P. C/O BLAKESBERG & COM 951 S.W. 4TH AVENUE	rinted or typed) PANY, CPA'S	
-	Address		
-	BOCA RATON, FLORIDA City,	33432-5803 State & Zip	.

FEB 2 1:00

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

) JAN 27 AM HONETARY OF

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

HEELZ.COM, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

HEELZ.COM, INC.

C/O BLAKESBERG & COMPANY CPA'S

951 S.W, 4th AVENUE BOCA RATON, FLORIDA

à 33432-5803

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES, NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

WILLIAM J. BLAKESBERG

951 S.W. 4TH AVENUE

BOCA RATON, FL 33432-5803

ARTICLE V INCORPORATOR

ARTICLE VI-PURPOSE

The <u>name and address</u> of the incorporator to these Articles of Incorporation are:

DEOBORA RODI

951 S.W. 4TH AVENUE

BOCA RATON, FL 33432-5803

INTERNET SALES

Signature/Incorporator

1-20-2000

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation 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

Signature/Registered Agent

1-20-2000

Date