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2000 FEB -7 PM 2: 40

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REPLY TO:
P.O. BOX 517
PANAMA CITY, FLORIDA 32402-0517

PO00000015505

February 4, 2000

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

RE: Beachwalk Shoes, Inc.

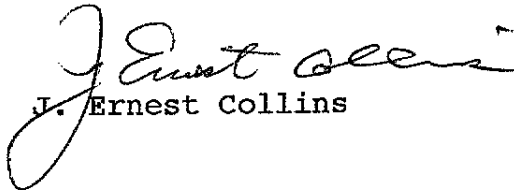
Dear Sir or Madam:

I am enclosing the original and one copy of the Articles of Incorporation of Beachwalk Shoes, Inc. and a Certificate Designating the Registered Office and Agent.

I am also enclosing a check made payable to the Department of State in the amount of \$70.00 to cover the filing fee.

Please return the enclosed copy with the filing date and time at your earliest convenience.

Yours very truly,


J. Ernest Collins

JEC/sd
Enclosures/as indicated

A. Howell FEB 14 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEACHWALK SHOES, INC.

ARTICLE I - NAME

The name of the corporation is BEACHWALK SHOES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The principal office address and mailing address is 104 Market Street, Panama City Beach, Florida 32413.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock without par value.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 104 Market Street, Panama City Beach, Florida 32413 and the name of the initial registered agent is EDDY L. HARDY, SR..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Eddy L. Hardy, Sr.
104 Market Street
Panama City Beach, FL 32413

Mary A. Hardy
104 Market Street
Panama City Beach, FL 32413

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Eddy L. Hardy, Sr.
104 Market Street
Panama City Beach, FL 32413

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of January, 2000.

Eddy L. Hardy Sr.
Eddy L. Hardy, Sr.

STATE OF FLORIDA

COUNTY OF BAY

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared EDDY L. HARDY, SR., who is personally known to me or produced (personally known) as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid, this 17th day of January, 2000.

Suzanne Davis
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

BEACHWALK SHOES, INC., a corporation organized (or organizing)
under the laws of the State of FLORIDA, with its principal place of
business at 104 Market Street, in the City of Panama City Beach,
County of Bay, State of Florida, 32413, has named Eddy L. Hardy,
Sr. as its agent to accept service of process within this state.

I agree as Registered Agent to accept service of process; to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in the office as required by law.

Dated this 17th day of January, 2000.

Eddy L. Hardy Sr.
Eddy L. Hardy, Sr.
Registered Agent