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November 17, 2000

APPROVED
AND
FILED
00 NOV 20 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/20/00--01077--007
*****70.00 *****70.00

Re: **Dalton Sandals, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **Dalton Sandals, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,


STEPHEN C. BOOTH

/klo
Enclosures

ARTICLES OF INCORPORATION

OF

DALTON SANDALS, INC.

ARTICLE
FILED
00 NOV 20 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **DALTON SANDALS, INC.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 7308 Calder Drive, New Port Richey, FL 34653, and the address of the initial registered office of this corporation is 7308 Calder Drive, New Port Richey, FL 34653 and the name of the initial registered agent at that address is Sallyeanne Dalton.

ARTICLE VI.

This corporation shall have one (1) director 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. The names and addresses of the initial directors of this corporation are:

Sallyeanne Dalton, 7308 Calder Drive, New Port Richey, FL 34653

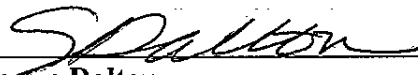
ARTICLE VII.

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

ARTICLE VIII.

The names and addresses of the persons signing these Articles are as follows: Sallyeanne Dalton, 7308 Calder Drive, New Port Richey, FL 34653.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of November, 2000.

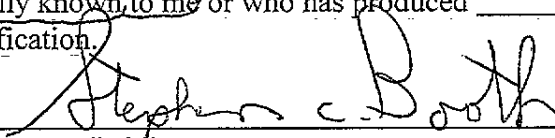

Sallyeanne Dalton

IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.


Sallyeanne Dalton, as Registered Agent

STATE OF FLORIDA :
COUNTY OF PASCO :

The foregoing instrument was acknowledged before me this 16 day of NOV, 2000, by Sallyeanne Dalton, who is personally known to me or who has produced as appropriate identification.


Notary Public

THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105



STEPHEN C. BOOTH
Notary Public State of Florida
My Commission Exp. May 8, 2002
Commission # CC 736690

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 20 PM 2:18

APPROVED
AND
FILED