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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SHOEDOOS, INC.

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| Certificate of Status | 0 |
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F. O'HESSEY FEB 21 2000

ARTICLES OF INCORPORATION
OF
SHOEDOOS, INC.

Article I - NAME

The name of the corporation is SHOEDOOS, INC.

Article II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

BARRY SIMMONS
529 BARBARA WAY
TARPON SPRINGS, FL 34689

The name and street address of the Initial Registered Agent of this Corporation is:

MICHAEL GERMINO
921 EAST KLOSTERMAN ROAD
TARPON SPRINGS, FL 34689

Article IV - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the applicable laws of the State of Florida, the United States, or any other county, state, territory or nation.

Article V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED SHARES (500) shares of common stock having \$1.00 PAR VALUE.

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Article VI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VII - OFFICERS AND DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial director(s) are:

BARRY SIMMONS
PRESIDENT, VICE PRESIDENT,
SECRETARY, TREASURER
529 BARBARA WAY
TARPON SPRINGS, FL 34689

Article VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - AMENDMENT

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

Article XI - INCORPORATOR

The name and address of the incorporator(s) signing these articles of Incorporation are:

BARRY SIMMONS
PRESIDENT, VICE PRESIDENT,
SECRETARY, TREASURER
529 BARBARA WAY
TARPON SPRINGS, FL 34689

IN WITNESS WHEREOF, the undersigned subscriber(s) have
executed these Articles of Incorporation on this day of ,
20 .

INCORPORATORS:

By: [Signature]
BARRY SIMMONS

STATE OF Florida
COUNTY OF Pinellas

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BARRY SIMMONS identified by a Florida Driver License # 5522-062-36-138-0 executed the foregoing Articles of Incorporation. Exp. 4/18/2001

IN WITNESS WHEREOF, I hereunto affixed my hand and seal, in the State and County aforesaid, this 15TH day of February, 2001.

[Signature]
Kally Katsaras

Notary Public for the
State of
My commission expires:



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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**Certificate of Registered Agent
of**

SHOEDOOS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

**921 EAST KLOSTERMAN ROAD
TARFON SPRINGS, FL 34689**

has named Michael Germino located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of the position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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