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April 26, 2001

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

Via Regular Mail

Reference: DOCTORS CUSTOM FOOTWEAR, INC.

Dear Sir or Madam,

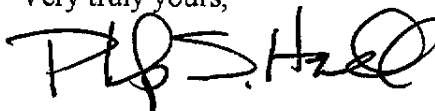
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50, computed as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00
Total	\$122.50

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-05/01/01-01057-014
****122.50 *****78.75

Please certify the copy of the articles and return it to my office at the address provided above. Thank you for your assistance in this matter

Very truly yours,



PHILLIP S. HOWELL

FILED
01 APR 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PSH/ps
Enclosures

SMITH MAY 02 2001

**ARTICLES OF INCORPORATION
OF
DOCTORS CUSTOM FOOTWEAR, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is DOCTORS CUSTOM FOOTWEAR, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 4850 North Ninth Avenue, Pensacola, Florida 32503, and the name of its initial registered agent at such address is Mark A. Lambert. The mailing address is the same.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the initial directors are:

Mark A. Lambert
President

4850 North Ninth Avenue
Pensacola, Florida 32503

Charles Lambert
Secretary

4850 North Ninth Avenue
Pensacola, Florida 32503

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

Mark A. Lambert
President

4850 North Ninth Avenue
Pensacola, Florida 32503


IN WITNESS WHEREOF, I have subscribed my name this 26 day of April, 2001.


MARK A. LAMBERT
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

Before me personally appeared MARK A. LAMBERT, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 26th day of April 2001.


Donna L. Rasmussen
NOTARY PUBLIC
My Commission Expires:
DONNA L. RASMUSSEN
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 19, 2003
BONDED THRU FISHER-BROWN UNDERWRITERS
COMMISSION NO. CC844945

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 4850 North Ninth Avenue, Pensacola, Florida 32503. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 26 day of April, 2001.

M. A. Lambert
MARK A. LAMBERT
RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA