

**P01000048406**

**Florida Department of State**

Division of Corporations

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Account Number : I20010000022  
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**DOMESTICATION**

**GOLDPORT ENTERPRISES, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$128.75

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The undersigned, STEVEN A. GOLDBERG, President of Goldport Enterprises, Inc., a Massachusetts corporation, in accordance with Florida Statutes, Section 607.1801 does hereby certify:

1. The date on which corporation was first formed: March 20, 1980.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Commonwealth of Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Goldport Enterprises, Inc.
4. The name of the corporation as set forth in its Articles of Incorporation to be filed pursuant to ss. 607.0401 and 607.0202 with this certificate is Goldport Enterprises, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Commonwealth of Massachusetts.

I am President of Goldport Enterprises, Inc, am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 14 day of May, 2001.

  
STEVEN A. GOLDBERG

(H01000066026 5)

PAUL M. BLOOMGARDEN, P.A.

PAUL M. BLOOMGARDEN, F.A.  
COMMON RAIL AVENUE • FORT LAUDERDALE FLORIDA 33322 • (954) 370-2222

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MAY-15-01 09:26AM FROM-

ARTICLES OF INCORPORATION  
OF  
GOLDPORT ENTERPRISES, INC.

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ARTICLE I - NAME

The name of this Corporation is GOLDPORT ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on March 20, 1980.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

- A. To sell at wholesale and retail shoe and related products.
- B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 12,500 of no par value common stock.

ARTICLE V - MISCELLANEOUS

- A. Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer the stock owned by him or them, shall first offer it to the Corporation through the Board of Directors, in the manner following:

1. He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators a majority may act in the absence of such arbitrator.

2. After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the stock at such valuation, but if at the expiration of 30 days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the stock in any manner he may see fit.

3. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

B. The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or Officer of the Corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the Corporation owns shares or of which it is a creditor, against all liabilities and expense, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

1. Such compromise shall be approved as in the best interest of the Corporation, after notice that it involves such indemnification:

a. by a disinterested majority of the Directors then in office; or

b. by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or officer; or

2. In the absence of action by disinterested Directors or stockholders, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

Expenses including counsel fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, Trustee, Employee or Agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article the terms "Director", "Officer", "Trustee", "Employee" and "Agent" include their respective heirs, executors and administrators, and an "interested" Director, Officer, Trustee, Employee or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

C. Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this Corporation whether as an officer, director, stockholder, employee or otherwise, and any other entity in which any such person or organization or this Corporation is in any way interested.

Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of Directors or stockholders of this Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

D. Meetings of Stockholders of this Corporation may be held anywhere in the United States.

E. The By-Laws may provide that the Board of Directors as well as the Stockholders may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-laws requires action by the Stockholders.

F. This Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

G. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 208, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

**ARTICLE VII - INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is: 8551 W. Sunrise Blvd., #208, Ft. Lauderdale, FL 33322

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two 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. The name and address of the initial directors of this Corporation is:

Steven A. Goldberg  
Village at Maplewood #38  
Bethlehem, NH 03574

and

Milton Goldberg  
11 Longmeadow Dr.  
Grantham, NH 03753

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator signing these Articles is:

Steven A. Goldberg  
Village at Maplewood #38  
Bethlehem, NH 03574

**ARTICLE XI - 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 are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 14 day of May, 2001.

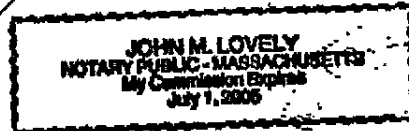
  
STEVEN A. GOLDBERG, Incorporator

(H01000066026 5)

STATE OF MASSACHUSETTS  
COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 14 day of May, 2001 by STEVEN A. GOLDBERG who is personally known to me or who has produced his Massachusetts drivers license as identification and who did take an oath.

  
Notary Public



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DESIGNATION OF REGISTERED AGENT  
FOR  
GOLDPORT ENTERPRISES, INC.

In compliance with Section 48.091, Florida Statutes, Goldport Enterprises, Inc. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 208, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

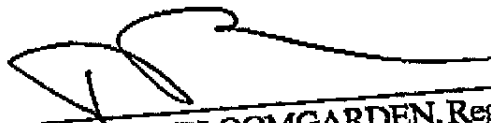
DATED: May 14, 2001

  
STEVEN A. GOLDBERG, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: May 15, 2001

  
PAUL M. BLOOMGARDEN, Registered Agent

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