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TRANSMITTAL LETTER

FILED

01 MAY 24 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
05-20-01

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

400004315274--9

-05/24/01--01063--002

*****70.00 *****70.00

SUBJECT: Tongue & Sole, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Bruce Minson
Name (printed or typed)

10790 Media St.
Address

JAX, FL 32219
City, State & Zip

(904) 571-4877
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
TONGUE & SOLE, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPOPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS **TONGUE & SOLE, INC.**

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE **MAY 20, 2001.**

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPOPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS **100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE**. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS **10790 MEDIA STREET JACKSONVILLE, FL 32219**; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS **10790 MEDIA STREET JACKSONVILLE, FL 32219**; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS **BRUCE MINSON**

THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES IS:

BRUCE MINSON

10790 MEDIA STREET

JACKSONVILLE, FL 32219

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF
DIRECTORS OF THIS CORPORATION ARE:

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

PRESIDENT: BRUCE MINSON
10790 MEDIA STREET
JACKSONVILLE, FL 32219

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

Bruce L. Minson
BRUCE MINSON

5-22-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT **TONGUE & SOLE, INC.** DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE,
AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF
JACKSONVILLE, FL HAS NAMED:

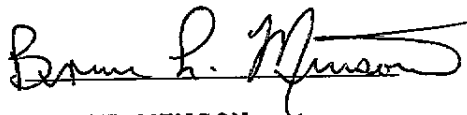
BRUCE MINSON

LOCATED AT: **10790 MEDIA STREET**
JACKSONVILLE, FL 32219

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


BRUCE MINSON

5-22-01