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LAW OFFICE OF  
TERRY J. FORMAN  
1521 S.W. LEJEUNE ROAD  
P.O. Box 14-1156  
CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

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October 5, 2001

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
01 OCT -5 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

VIA FEDERAL EXPRESS # 8196 9635 2421

Attention: Wanda Cunningham

RE: Lifestyle Footwear, Inc.

500004624755--2  
-10/05/01--01033--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms. Cunningham,

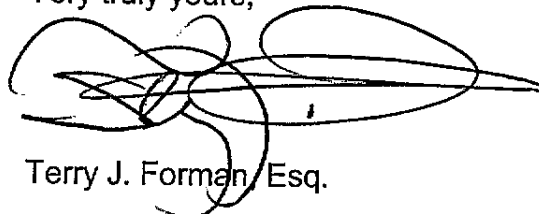
Enclosed for your attention please find the corrected Articles of Incorporation for the above referenced corporation.

The Articles for "Lifestyle Foot, Inc." should not be processed, per our conversation this morning.

Kindly apply the filing fee previously submitted for these corrected Articles.

Thank you for your prompt attention to this matter.

Very truly yours,



Terry J. Forman, Esq.

Encl.  
TJF:wp

10-8-01  
M

**ARTICLES OF INCORPORATION**

**OF**

**LIFESTYLE FOOTWEAR, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

**ARTICLE I.**

The name of this Corporation is:

**Lifestyle Footwear, Inc.**

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing October 5, 2001.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**

This Corporation is authorized to issue 1,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

**ARTICLE V.**

**SECTION I.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**SECTION II.: VOTING RIGHTS**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

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, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

8095 NW 64<sup>th</sup> Street  
Miami, Florida 33166

The mailing address of this Corporation is:

8095 NW 64<sup>th</sup> Street  
Miami, Florida 33166

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have One (1) Director, 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 name and address of the initial Director of this Corporation are:

DIRECTOR

E. Neal Bonavia  
8095 NW 64<sup>th</sup> Street  
Miami Florida 33166

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

E. Neal Bonavia  
8095 NW 64<sup>th</sup> Street  
Miami Florida 33166

ARTICLE X.

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

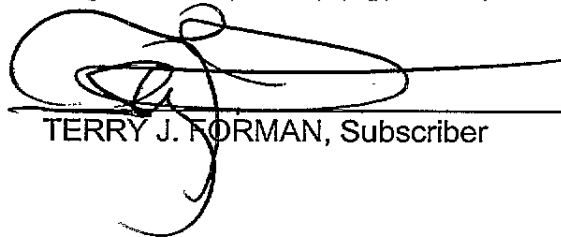
TERRY J. FORMAN  
1521 SW LeJeune Road  
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of October, 2001.

  
TERRY J. FORMAN, Subscriber


STATE OF FLORIDA                    }  
COUNTY OF MIAMI-DADE        }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 5 day of October, 2001, in the County and State aforesaid.



"OFFICIAL SEAL"  
Andrew S. Parker  
My Commission Expires 1/12/2004  
Commission #CC901626

  
Andrew S. Parker  
Notary Public, State of Florida  
at Large

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

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **LIFESTYLE FOOTWEAR, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 8095 NW 64<sup>th</sup> Street, Miami, Florida 33166, has named TERRY J. FORMAN, whose address is 1521 SW Lejeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: October 5, 2001

By:   
Terry J. Forman, Subscriber

Having been named to accept service of process for **LIFESTYLE FOOTWEAR, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 5, 2001

By:   
Terry J. Forman, Subscriber

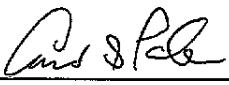
STATE OF FLORIDA                    }  
COUNTY OF MIAMI-DADE        }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 5 day of October, 2001, in the County and State aforesaid.



"OFFICIAL SEAL"  
Andrew S. Parker  
My Commission Expires 1/12/2004  
Commission #CC001026

  
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Notary Public, State of Florida  
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