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R. Lee Bennett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 22 PM 2:51

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E-MAIL ADDRESS

rbennett@ghrlaw.com

April 18, 2002

Our File No: 130356-1

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Florida Shoe Company, Incorporated

100005314741--8

-04/22/02--01108--007

*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are the original and one (1) copy of Amended and Restated Articles of Incorporation of the above-referenced corporation.

Please file the Articles of Amendment, indicate the filing date on the enclosed copy, and return the copy to the undersigned in the stamped, self-addressed envelope enclosed for your use.

Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,



R. Lee Bennett

RLB:FHM:nbc

Enclosures a/s

*F. Meredith gave authorization
to remove "Initial" (art. VII (E))
4/30 RB She also said to add
Directors only (art. VII (E))
no officers.*

30886 v1



V SHEPARD MAY 1 2002

CLERMONT

LAKELAND

MELBOURNE

TALLAHASSEE

TAMPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA SHOE COMPANY, INCORPORATED**

The undersigned Directors and Shareholders, being competent to contract, subscribe to these Amended and Restated Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

The Florida Shoe Company, Incorporated

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is:

249 Sheppard St., Altamonte Springs, FL 32701

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation came into existence was the date of filing of the initial Articles of Incorporation, October 9, 2001, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 249 East Sheppard Street, Altamonte Springs, Florida 32701, and the name of the initial registered agent of this Corporation at that address is Jonathan Fogg.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be two.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the ¹⁵initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this

Corporation or until their successors are elected or appointed and have qualified, are:

Name/Street Address

Jonathan Fogg
249 E. Sheppard Street
Altamonte Springs, FL 32701.

Sheri Tyree
249 E. Sheppard Street
Altamonte Springs, FL 32701

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Street Address</u>
Jonathan Fogg	249 East Sheppard Street Altamonte Springs, FL 32701

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

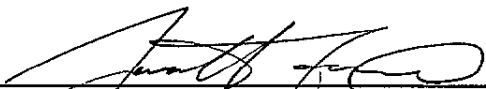
ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners, and may provide for restrictions and methods of disposition of a Shareholder's shares of capital stock of the Corporation. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

IN WITNESS WHEREOF, the undersigned Shareholders, Directors and Incorporator have executed these Amended and Restated Articles of Incorporation this 15th day of April, 2002.



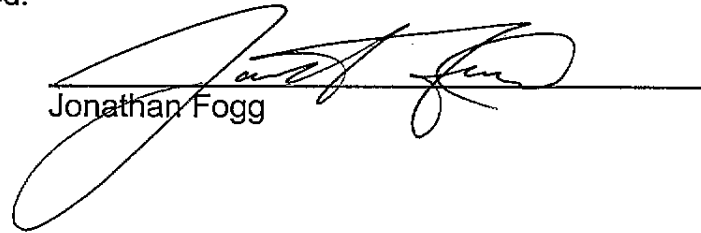
Jonathan Fogg, Incorporator, Shareholder
and Director/President



Sheri Tyree, Shareholder and Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of The Florida Shoe Company, Incorporated.


Jonathan Fogg