

P01000102479

TRANSMITTAL LETTER

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

SUBJECT:

The Shoe Repair Depat, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900004647519--1  
-10/22/01--01035--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

CLARA I Osorio / Osorio's Acctg.  
Name (Printed or typed)

415 E. Vine ST

Address

Kissimmee, FL 34741

City, State & Zip

(407) 870-0453

Daytime Telephone number

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT 22 AM 11:27

F. CHESN OCT 23 2001

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

**ARTICLES OF INCORPORATION**

**OF**

**THE SHOE REPAIR DEPOT INC.**  
(A FLORIDA PROFIT CORPORATION)

FILED  
SECRETARY OF FLORIDA  
TALLAHASSEE, FL  
01 OCT 22 AM 11:27

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the state of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation shall be:

**THE SHOE REPAIR DEPOT, INC.**

The initial street address of the principal office of this Corporation in the State of Florida is:

**469 BOHANNON BLVD  
ORLANDO, FL 32824**

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall have a perpetual existence unless dissolved by action of law or by vote of the stockholders.

**ARTICLE III**

**PURPOSE AND INITIAL BUSINESS**

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follow:

- 1.- The nature of the business to be transacted, promoted or carried on by the Corporation are to engage in any awful act or activity for which corporations may be organized, under the Corporation Act of the State of Florida.
- 2.- To maintain office in connection with said business and where necessary, to build or construct new facilities or additions to existing facilities in connection with its business.
- 3.- To buy, sell, manufacture, repair, alter or exchange any goods; let or hire business, trade, import-export or deal in all kinds of articles, goods and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, of which may seem capable of being profitably dealt with in connection with any of the said business.
- 4.- To engage in any activity or business permitted under the laws of the United States and primarily of the State of Florida, as well as those committed with other States and/or foreign countries.

#### **ARTICLE IV**

##### **AUTHORIZED CAPITAL**

The corporation shall have the authority to issue FIVE HUNDRED (500) shares of common stock, and the par value of each share shall be One Dollar (\$1.00).

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose or at the organization meeting.

#### **ARTICLE V**

##### **FIRST BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have no less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof of THE SHOE REPAIR DEPOT, INC., but at no time shall there be a number less than one (1).

The names and post office addresses of the First Boars of Directors and Officers of this Corporation are as follows:

**President:**               **SALOMON F SERRANO** – 469 Bohannon Blvd, Orlando, FL 32824

**Vice-President:**       **SORAYA SERRANO** – 469 Bohannon Blvd, Orlando, FL 32824

#### **ARTICLE VI**

##### **DEALINGS BY DIRECTORS**

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## **ARTICLE VII**

### **Limitation of Director's Liability**

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Directors Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

## **ARTICLE VIII**

### **INDEMNIFICATION OF OFFICERS EMPLOYEES, AGENTS**

Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the

corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

#### ARTICLE IX

#### INCORPORATOR

The name and street address of the incorporator is: **SALOMON F. SERRANO AT 469 Bohannon Blvd. Orlando, FL 32824**

#### ARTICLE X

#### BY LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

#### ARTICLE XI

#### AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII

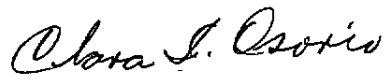
#### INITIAL REGISTERED AGENT

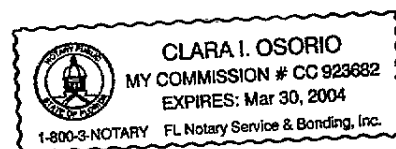
The initial Registered Office and Registered Agent of the Corporation is:

**SALOMON F. SERRANO – 469 Bohannon Blvd – Orlando, FL 32824**

IN WITNESS WHEREOF, we hereunto set our hand(s) and the seal this October 13, 2001

  
**SALOMON F. SERRANO**  
Incorporator

  
**CLARA I. OSORIO**  
Notary Public



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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with this Act:

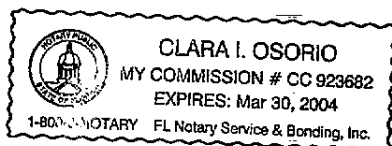
That, **THE SHOE REPAIR DEPOT, INC.** desiring to organize under the laws of the State of  
Florida, with its principal place of business as indicated in the Articles of Incorporation, at the Orlando,  
County of Orange, State of Florida, has named SALOMON F. SERRANO, located at 469 Bohannon  
Blvd, Orlando, FL 32824 as its agent to accept service of process within Florida.

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, and I further agree to comply with the  
provisions of all Statutes relative to the proper and complete performance of my duties.

*Salomon F. Serrano.*  
SALOMON F. SERRANO  
Registered Agent

Date: October 13, 2001 at Kissimmee, Osceola County, Florida

*Clara I. Osorio*  
Clara I. Osorio  
Notary Public



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