

P92000032234

Date: March 14, 2002

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

100005112641--4  
-03/18/02--01027--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Shoes & Things, Inc.

Ladies/Gentlemen:

Enclosed please find the Articles of Incorporation, together with one copy of the same and my check in the amount of \$78.75. Please file the Articles, issue, and return to me a certified copy of the same, together with my charter.

Should you have any questions or require further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours Very Truly,

*Antonette M. Cossentino*

Antonette M. Cossentino  
3805 Fay Blvd.  
Port St. John, FL 32927

Please send acknowledgments to:

Higginbotham Companies, Inc.  
3935-L N. U.S. 1  
Cocoa, FL 32926

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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3-25-02  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SHOES & THINGS, INC.**

**ARTICLE I - NAME**

The name of the corporation is Shoes & Things, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITOL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 value common stock, which shall be designated "Common Shares".

**ARTICLE V - 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 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.

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DIVISION OF CORPORATIONS  
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#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3805 Fay Blvd., Port St. John, FL. 32927, and the name of the initial registered agent of this corporation at that address is: Antonette M. Cossentino.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director 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:

Antonette M. Cossentino  
3805 Fay Blvd.  
Port St. John, FL. 32927

Phyllis C. Clasen  
6955 Caliph Avenue  
Port St. John, FL. 32927

#### ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is:

3805 Fay Blvd.  
Cocoa, FL. 32927

#### ARTICLE X – INCORPORATORS

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

Antonette M. Cossentino  
3805 Fay Blvd.  
Port St. John, FL. 32927

Phyllis C. Clasen  
6955 Caliph Avenue  
Port St. John, FL. 32927

#### ARTICLE XI- BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

## ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer of directors, or any former officer, or director to the full extent permitted by law.

## ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth:

Antonette M. Cossentino	500 Shares
Phyllis C. Clasen	500 Shares

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14th day of March, 2002.

Antonette M. Cossentino  
Antonette M. Cossentino

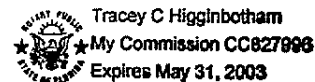
Phyllis C. Clasen  
Phyllis C. Clasen

STATE OF FLORIDA )  
COUNTY OF BREVARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Antonette M. Cossentino and Phyllis C. Clasen known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of March, 2002.

Tracey C. Higginbotham  
Tracey C. Higginbotham,  
Notary Public,  
State of Florida  
My Commission Expires:



I, Antonette M. Cossentino, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.

Antonette M. Cossentino  
Antonette M. Cossentino  
3805 Fay Blvd.  
Cocoa, Fl. 32927