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ACCOUNT NO. : 072100000032

REFERENCE: 565839 87972A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: May 6, 2002

ORDER TIME: 1:31 PM

ORDER NO. : 565839-005

CUSTOMER NO: 87972A

CUSTOMER: Samuel D. Navon, Esq

Navon Kopelman & Odonnell,

P.a.

Suite B 100

2699 Stirling Road

Ft. Lauderdale, FL 33312

DOMESTIC FILING

SHOELESS JOE ANNEX, INC. NAME:

FILE FIRST

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

2002 MAY -6 PM 3: 02

OF

SECRETATIVE OF STATE TALLAHASSEE FLORIDA

SHOELESS JOE ANNEX, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporations Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Shoeless Joe Annex, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 2 East Camino Real, Suite 100, Boca Raton, FL 33432.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 5,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is c/o 2699 Stirling Road, Suite B-100, Fort Lauderdale, Florida 33312, and the initial registered agent of this Corporation at that address shall be Samuel D. Navon.

ARTICLE V

INCORPORATOR

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

Joseph R. Jackson, Sr. c/o Shoeless Joe, Inc. 2 East Camino Real, Suite 100 Boca Raton, FL 33432

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 2 day of

JOSEPH'R JACKSON, SR.

Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

SAMUEL D. NAVON, Registered Agent

2002 MAY -6 PH 3: 02
SECKLIMENT OF STATE