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CORPORATE ACCESS, INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILING *Articles*

1.) *Sandy Shoes of Melbourne Beach, Inc*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

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5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

[Signature]
8/12

ARTICLES OF INCORPORATION
OF
SANDY SHOES OF MELBOURNE BEACH, INC.

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ARTICLE I - CORPORATE NAME

The name of this corporation is SANDY SHOES OF MELBOURNE BEACH, INC., whose principal office and mailing address is 3455 S. HIGHWAY A1A, MELBOURNE BEACH, FLORIDA 32951.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TINO GONZALEZ
3420 N HARBOR CITY BLVD.
MELBOURNE, FL 32935

ARTICLE VI - OFFICERS

The officers of the Corporation are as follows:

President	COSTAS MANOUSELIS
Vice President	RUSTY CONTELLA
Secretary	COSTAS MANOUSELIS
Treasures	COSTAS MANOUSELIS

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the initial director of this corporation are:

COSTAS MANOUSELIS
3420 N HARBOR CITY BLVD.
MELBOURNE, FL 32935

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR


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

COSTAS MANOUSELIS
3420 N HARBOR CITY BLVD.
MELBOURNE, FL 32935

ARTICLE X - AMENDMENT

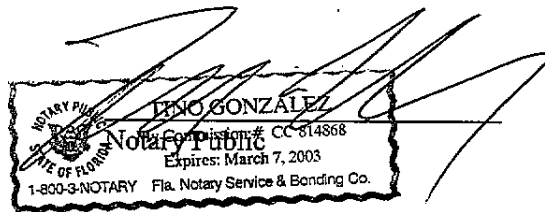
The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 8th day of August, 2002.


COSTAS MANOUSELIS

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared COSTAS MANOUSELIS, to me personally known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 8th day of August, 2002.



Print Name

My Commission Expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That SANDY SHOES OF MELBOURNE BEACH, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named TINO GONZALEZ, 3420 N. U.S. HIGHWAY 1, MELBOURNE, FLORIDA 32935, as its agent to accept service of process with in the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


TINO GONZALEZ
Registered Agent

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