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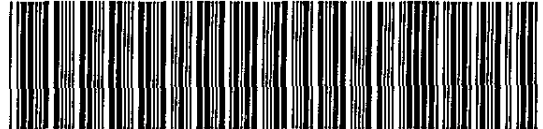
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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JAY LEVIN**

4000 N. STATE RD. 7, SUIT 406, LAUDERDALE LAKES, FL 33319

TELEPHONE: (954) 714-8764

JUNE 30, 2003

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

Re: Incorporation of BOOTS PERFORMANCE, INC.

Dear Sir:

Enclosed is an original and a copy of the Articles of Incorporation for the above proposed corporation, together with a designation of registered agent.

Also enclosed is a check payable to the order of Secretary of State in the amount of \$122.50, representing payment of the \$35.00 filing fee, \$52.00 for the certification of incorporation, and \$35.00 for the designation of registered agent.

Very truly yours,

Jay Levin

enc.

**ARTICLES OF INCORPORATION  
OF  
BOOTS PERFORMANCE, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned Incorporator hereby forms a corporation under Chapter 607 (621 for a P.A.) of the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME & ADDRESS**

The name of the corporation shall be:

**BOOTS PERFORMANCE, INC.**

The address of the principal office of this corporation shall be **6220 N.W. 10TH STREET, MARGATE, FL. 33063**, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

### **ARTICLE IV. REGISTERED AGENT NAME & ADDRESS**

The name of the initial registered agent of the corporation shall be:

EDWARD F. LAPADURA

The street address of the initial registered office of the corporation shall be

**6220 N.W. 10TH STREET, MARGATE, FL. 33063**

### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI. SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

### **ARTICLE VII. OFFICERS AND DIRECTORS**

This corporation shall have the following officers and director[s] held by the following person[s], initially. The name and street address of the initial officers and director[s] who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

EDWARD LAPADURA  
Dir/Pres./Treas./Sec.

**6220 N.W. 10TH STREET, MARGATE, FL. 33063**

**ARTICLE VIII. PREEMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE IX. INCORPORATOR**

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

EDWARD LAPADURA  
6220 N.W. 10TH STREET, MARGATE, FL. 33063

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this July 2, 2003.

  
EDWARD LAPADURA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been designated as the Initial Registered Agent in the above and foregoing Articles to accept service of process on the corporation at the initial registered office designated in these Articles, I am familiar with and hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining to the position of Registered Agent under Section 607.0505, Florida Statutes.

  
EDWARD LAPADURA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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