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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346 SECRETARY OF STATE CRIC

FLORIDA PROFIT CORPORATION OR P.A.

Generation Shoes by R. Leon #2, Inc.

Certificate of Status	O
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing

Public Access Help

5/19/04 1:14 PM

i of I

Department of State 5/20/2004 9:02 PAGE 1/1 RightFAX





FLORIDA DEPARTMENT OF STATE Glanda E. Hood Secretary of State

May 20, 2004

FAS-T CORP.

SUBJECT: GENERATION SHOES BY R. LEON #2, INC.

REF: W04000019447

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

If you have any further questions concerning your document, please call (850) 245-6884.

Shawn Logan Document Specialist New Filings Section FAX Aud. #: H04000108829 Letter Number: 504A00035143

FILED

ARTICLES OF INCORPORATION OF

Generation Shoes by R. Leon # 2, Inc.

The undersigned incorporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the fellowing Articles of Incorporation.

ARTICLE INAME

The name of the corporation shall be:

Generation Shoes by R. Leon # 2, Inc.

The principal place of business of this corporation shall be:

2247 NW 17th Avenua Mismi, Fl. 33142

2001 MAY 26 A 9 37 SECRETARY OF STATE YLLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 IN CAPITAL STOCK

The aggregate mamber of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

H04000108829 3

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Robert Leon-President 2247 NW 17th Avenue Miami, Fl. 33142

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Robert Leon 2247 NW 17th Avenue Miami, Fl. 33142

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of May 18, 2004.

State &

Signature of Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Generation Shoes by R. Leon # 2, Inc.	ــــــ	7
2. The name and address of the registered agent and office is	MAY 26	_
Robert Leon-President 2247 NW 17th Avenue Miami, Fl. 33142	RY OF STATE	
Signature Charles		
THE PRESIDENT	<u> </u>	
loclass		

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree 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 and obligations of Section 607.325, Florida Statutes.

Signature_	Adul a
Date	5/18/04