

P05000092045

Reneé L. Grant
2233 S. University Drive
Davie, Florida 33324

(Address)

(City/State/Zip/Phone #)

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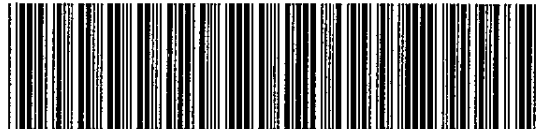
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Handwritten signature and initials]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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05 JUN 27 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

February 17, 2005

RENEE L. GRANT
2233 S. UNIVERSITY DRIVE
DAVIE, FL 33324

SUBJECT: R-3, INC.
Ref. Number: W05000008504

Runner-3, Inc.

We have received your document for R-3, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is S49386 (R-3 CORP.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 405A00011466

ARTICLES OF INCORPORATION
OF
Runner 2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be **Runner 2, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
16319 Miramar Parkway
Miramar, Florida 33027

ARTICLE III PURPOSE

The purpose of the corporation shall be to engage in the retail business of selling running and fitness shoes and apparel for profit.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares of common stock, one dollar (\$1.00) par.

ARTICLE V INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officers and directors shall be:

Robert Dozoretz	Reneé Grant
President, Secretary	Vice President, Treasurer
Director	Director
2233 S. University Drive	2233 S. University Drive
Davie, Florida 33324	Davie, Florida 33324

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Reneé L. Grant
2233 S. University Drive
Davie, Florida 33324

ARTICLE VII INCORPORATOR

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

Reneé L. Grant
2233 S. University Drive
Davie, Florida 33324

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Reneé L. Grant
Reneé L. Grant, Registered Agent

6-22-05
Date

Reneé L. Grant
Reneé L. Grant, Incorporator

6-22-05
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA