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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers FEB 13 2009

DAVID E. BAILEY, JR.

Attorney and Counselor at Law

400 North Pace Boulevard / P. O. Box 17687

Pensacola, Florida 32522

Phone (850) 434-0253 / Fax (850) 434-0255

E-Mail – davebai@aol.com

February 11, 2009

Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Don's Affordable Work Shoes & Clothing, Inc.

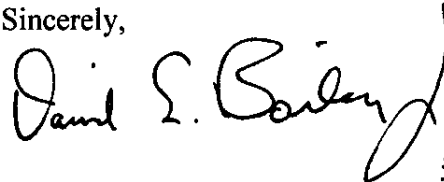
Dear Sir or Madam

I represent Mr. Donald Constant who is the incorporator for the proposed new corporation. Enclosed are an original and (2) copies of the Articles of Incorporation, along with the Certificate of Registered Agent/Registered Office. Also enclosed is my check in the amount of \$87.50 which is for the Filing Fee, Certificate of Status and & Certified Copy.

Please contact me at (850) 434-0253 if you have any problems with this registration or need more information.

With kindest regards I remain,

Sincerely,



David E. Bailey, Jr.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DON'S AFFORDABLE WORK SHOES & CLOTHING, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Don's Affordable Work Shoes & Clothing,

ARTICLE II

The street address of the principal office of the Corporation is: 8604 Pensacola Boulevard, Pensacola, FL 32534.

ARTICLE III

The purposes for which this corporation is formed are to carry on any lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties. All words and clauses appearing in this article are used in their broadest sense and are intended to be so construed.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$5.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 400 North Pace Boulevard, Pensacola, Florida, 32505. The initial registered agent for the Corporation at that address is: David E. Bailey, Jr., Esq., Attorney at Law.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

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TALLAHASSEE, FLORIDA

Name

Address

Donald Michael Constant

8601 1/2 Pensacola Boulevard
Pensacola, Florida 32534

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Donald Michael Constant

8601 1/2 Pensacola, Boulevard
Pensacola, FL 32534

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.



Donald Michael Constant
Incorporator

Date

1-29-09

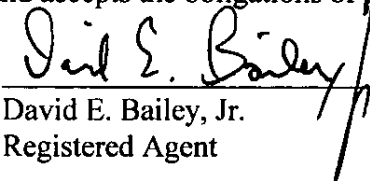
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Don's Affordable Work Shoes & Clothing, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



David E. Bailey, Jr.
Registered Agent

Date

2/11/09