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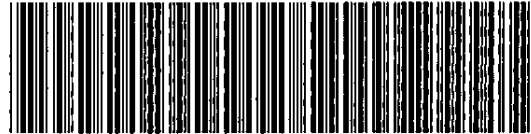
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 20 2011

CATLIN SAXON FINK & KOLSKI, LLP

2600 DOUGLAS ROAD
SUITE 1003
CORAL GABLES, FLORIDA 33134-6143

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H. JAMES CATLIN, JR.
RETIRED

July 18, 2011

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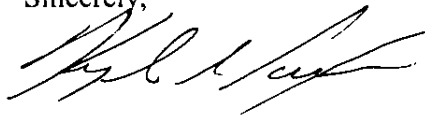
Via Federal Express

Re: FootWorks South Beach, Inc.

Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for FootWorks South Beach, Inc., together with my firm check for \$70.00, payable to Florida Department of State.

Sincerely,



KYLE R. SAXON

ARTICLES OF INCORPORATION

OF

FootWorks South Beach, Inc.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

FootWorks South Beach, Inc.

ARTICLE II - MANAGEMENT BY BOARD OF DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise, shall be exercised exclusively by or under the authority of the Board of Directors and the business and affairs of this corporation shall be managed under the direction of the Board of Directors (hereafter the "Board"). The Board shall consist of not less than one (1) nor more than five (5) Directors. A quorum for the holding of a meeting of the Board and for the transaction of any business which may be properly done by the Board of Directors on behalf of the Corporation shall consist of a majority of the members thereof. The annual meeting of the Corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws

ARTICLE III - INITIAL OFFICERS AND DIRECTORS

The initial officers of the Corporation are:

Laurie Huseby	President/Chairperson
John K. Huseby	Vice President/Secretary/Treasurer

The initial Directors of the Corporation are:

Laurie Huseby	John K. Huseby
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ARTICLE IV - ACTION BY UNANIMOUS CONSENT

The Shareholders or the Board of Directors by unanimous consent evidenced by a writing included among the Minutes of the Corporation, may agree to the doing of any act, and such

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consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE V - DURATION

The existence of this Corporation shall be perpetual.

ARTICLE VI - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid and exempt from assessment.

The capital stock of the Corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Shareholders at a meeting called for such purpose. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Shareholders.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this Corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be located at 5724 Sunset Drive, South Miami, Florida 33143. This Corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices at such other places within and without the State of Florida, as its Shareholders may from time to time authorize.

ARTICLE X – AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the Shareholders at any meeting of the Shareholders for which notice of the proposed amendments has been given, without the need for any act of the Board.

ARTICLE XI – REGISTERED AGENT

The name and Florida address of the registered agent is;

Kyle R. Saxon, Esq.
2600 Douglas Road
Suite 1003
Coral Gables, Florida 33134

ARTICLE XI – INCORPORATORS

The names and addresses of the incorporators are:

Laurie Huseby 5724 Sunset Drive
South Miami, Florida 33143

John K. Huseby 5724 Sunset Drive
South Miami, Florida 33143

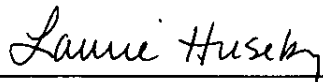
Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kyle R. Saxon, Esq./Registered Agent


July 18, 2011

We submit this document and affirm that the facts stated herein are true. We are aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.



Laurie Huseby/ Incorporator

July 18, 2011



John K. Huseby/Incorporator

July 18, 2011

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