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CLEARWATER, FLORIDA 34616

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May 29, 1998

Division of Corporations
ATTENTION: AMENDMENT SECTION
P. O. Box 6327
Tallahassee, FL 32314

300002546153--1
-06/03/98--01070--001
*****87.50 *****87.50

RE: Comfort Shoes of Pinellas, Inc.

Ladies and Gentlemen:

Enclosed are Amended and Restated Articles of Incorporation and Certificate of Designation for Registered Agent/Registered Office for the above referenced corporation.

Also enclosed is a check for \$87.50 in payment of the filing fee (\$35.00) and a Certified Copy (\$52.50).

Please send the Certified Copy to me at the following address:

Martha A. Kimball, Esq.
P. O. Box 7168
Clearwater, FL 33758-7168

If you have any questions, please do not hesitate to contact me.
Thank you for your assistance.

Sincerely,


Martha A. Kimball

MAK:sc

Enclosure

cc: Donald J. Bacon

Arslant
FILED
98 JUN -3 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL JUN 8 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMFORT SHOES OF PINELLAS, INC.

FILED
98 JUN -3 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following amendments have been adopted:

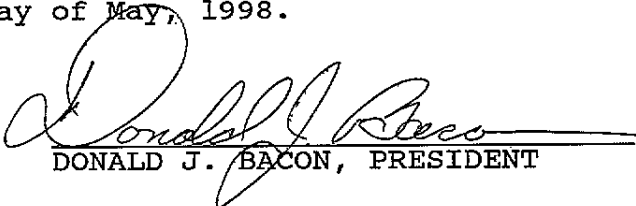
(See attached Amended and Restated
Articles of Incorporation)

SECOND: These amendments do not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date these amendments were adopted was May 21, 1998.

FOURTH: These amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 29th day of May, 1998.


DONALD J. BACON, PRESIDENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally, hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

THE PAINT SPOT, INC.

The principal place of business of this corporation shall be:

2826 Beach Blvd.
Gulfport, FL 33707

ARTICLE II - GENERAL PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes. The general purposes and powers of this corporation shall be:

(1) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof,

documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenant thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(2) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this Corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall be effective upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - DIRECTORS AND OFFICERS

The names and street addresses of the directors and officers of this Corporation, who, subject to these Amended and Restated Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for one year or until their successors are elected are:

DIRECTOR/PRESIDENT:

Donald J. Bacon
3553 100th Place N.
Pinellas Park, FL 33782

VICE PRESIDENT/SECRETARY/TREASURER:

Lorelle Bacon
3553 100th Place N.
Pinellas Park, FL 33782

ARTICLE VI - REGISTERED AGENT AND OFFICE

The address of the registered agent and office of the Corporation in the State of Florida are:

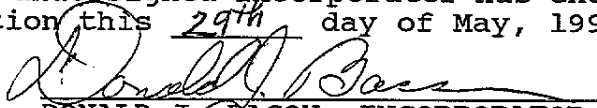
Donald J. Bacon
2826 Beach Blvd.
Gulfport, FL 33707

ARTICLE VII - INCORPORATORS

The name and street address of the subscribers to these Articles of Incorporation are:

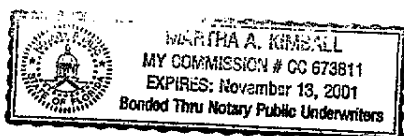
Donald J. Bacon
3553 100th Place N.
Pinellas Park, FL 33782


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of May, 1998.


DONALD J. BACON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on May 29th, 1998, the foregoing was acknowledged before me by DONALD J. BACON, who (☒) is personally known to me or () who provided Florida Driver's License as proof of identification and who () did OR (☒) did not take an oath.




Notary Public
Martha A Kimball
(Printed Name)

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

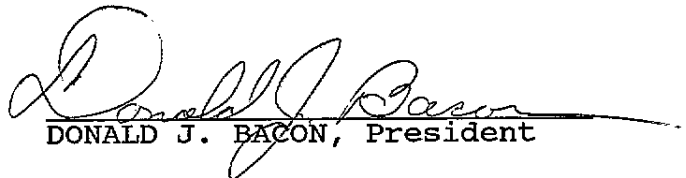
1. The name of the corporation is:

THE PAINT SPOT, INC.

2. The name and address of the registered agent and office are:

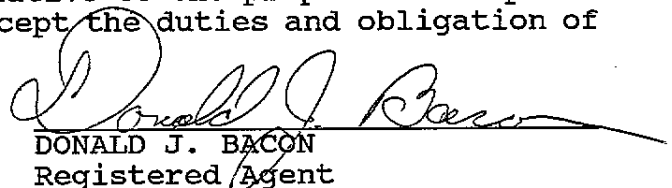
DONALD J. BACON
2826 Beach Blvd.
Gulfport, FL 33707

EXECUTED this 29th day of May, 1998.


DONALD J. BACON, President

ACCEPTANCE BY REGISTERED AGENT

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 I accept the duties and obligation of my position as Registered Agent.


DONALD J. BACON
Registered Agent

Date: May 29, 1998