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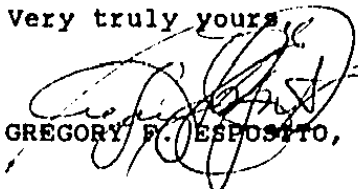
SECRETARY OF STATE
Division of Corporations
409 E. Gain Street
Tallahassee, FL 32399

Re: Foot Enterprises

Dear Sir:

Enclosed please find the Articles of Incorporation on the above named corporation and my check in the amount of \$122.50. Please file and return a certified copy of the Articles of Incorporation to this office at your earliest opportunity.

Very truly yours


GREGORY J. ESPOSITO, JR.

GFE/ek
Encl.

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ARTICLES OF INCORPORATION
OF
FOOT ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED Incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above.

ARTICLE II - GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

<u>SHARES</u>	<u>PAR VALUE</u>
25,000	\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred and no/100's (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 9690 N.W. 20th Place
Sunrise, FL 33322

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the

name to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Doreen Levy	9690 N.W. 20th Place Sunrise, FL 33322

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until their successors are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto is/are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARE</u>
Doreen Levy	9690 N.W. 20th Place Sunrise, FL 33322	25,000

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation

who is also a director or officer of such other corporation or who is not interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber(s) to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his/their subscription(s) to any other person, firm, or corporation who may thereafter become subscribers to the capital stock of this corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices. The initial officers of the corporation shall be as follows:

OFFICERS

ADDRESSES

President: Doreen Levy

9690 N.W. 20th Place
Sunrise, FL 33322

Sec./Treasurer: Doreen Levy

9690 N.W. 20th Place
Sunrise, FL 33322

ARTICLE XIII - RESIDENT AGENT

The corporation shall maintain an office in the State of Florida with a Resident Agent thereat, upon whom service of process may be served. The corporation hereby designates the following Resident Agent;

NAME

ADDRESS

Doreen Levy

9690 N.W. 20th Place
Sunrise, FL 33322

ARTICLE XIV - AMENDMENT

The Corporation reserved the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

Doreen Levy

DOREEN LEVY

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: **DOREEN LEVY**
to me known to be the person(s) described as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at **Broward** County, Florida, this 18th day of January, 19 95.

Elaine J. Kilow

NOTARY PUBLIC, State of Florida at Large

ELAINE J. KILOW
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. AUG. 2, 1998
NO. CC397110
BONDED THRU WESTERN SURETY COMPANY

My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48.091 of the Florida Statutes.

Doreen Levy

DOREEN LEVY

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TALLAHASSEE, FLORIDA