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TRANSMITTAL LETTER
P95000048975
June 19, 1995

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

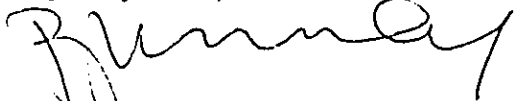
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SUBJECT: ORANGE SHOE, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$131.25 for filing fee, certified copy & certificate.

FROM: R.J. Marshall, Esq.
618 8th Ave. W.-P.O. Box 905
Palmetto, FL 34220-0905
TEL: (813) 722-3289
FAX: (813) 729-4545
Attorney for Applicant

Very Truly Yours,



R.J. Marshall

RJM/da

Enclosures



FILED
95 JUN 19 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ORANGE SHOE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **ORANGE SHOE, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 573 10th Street East, Palmetto, Florida, 34221.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

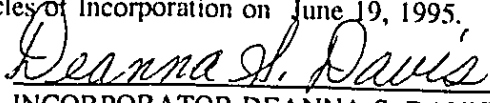
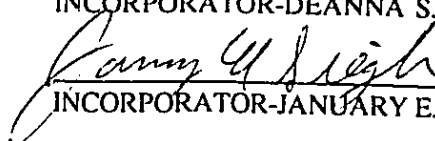
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are **DEANNA S. DAVIS**, 573 10th Street East, Palmetto, Florida, 34221.

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are **DEANNA S. DAVIS**, 402 Riverside Drive East, Bradenton, Florida 34208, and **JANUARY E. SIEGLER**, 5610 19th Street West, Bradenton, Florida, 34202.

The undersigned have executed these Articles of Incorporation on June 19, 1995.


INCORPORATOR-DEANNA S. DAVIS

INCORPORATOR-JANUARY E. SIEGLER

**CERTIFICATE OF DESIGNATION OF
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: **ORANGE SHOE, INC.**
2. The name and address of the registered agent and office are:

DEANNA S. DAVIS
573 10th Street East
Palmetto, Florida 34221

*Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated
in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.*


DEANNA S. DAVIS

June 19, 1995

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TALLAHASSEE, FLORIDA