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MEMBER FLORIDA AND
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July 21, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: C.C. Boots, Inc.

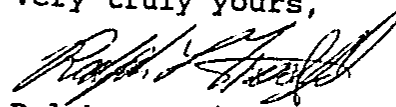
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned company. Also enclosed in a check payable to you in the amount of Seventy (\$70.00) Dollars to cover the various fees.

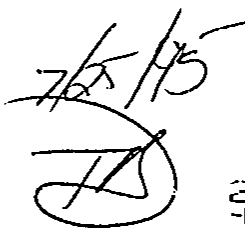
Please file the enclosed Articles of Incorporation and assign a document number, returning the copy in the self-addressed, stamped envelope I have provided for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Ralph L. Friedland

RLF:mbf
Enc.

7/25/95


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*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
C.C. BOOTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

C. C. BOOTS, INC.

The address of the principal office of this corporation shall be 3111 Post Road, Sarasota, Florida, 34231, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3111 Post Road, Sarasota, FL 34231, and the name of the initial registered agent of the corporation is Ralph L. Friedland, Esquire, whose address is 2033 Main Street, Sarasota, FL 34237.

ARTICLE V. TERM OF EXISTENCE

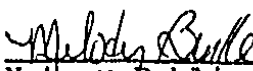
This corporation is to exist perpetually.

21st IN WITNESS WHEREOF, I have here unto set my hand and seal this
day of July, 1995.

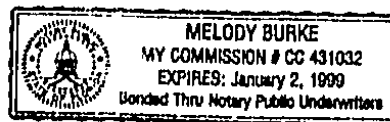

Ralph L. Friedland, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 of
July, 1995, by Ralph L. Friedland, Esq., Incorporator of C.C. Boots,
Inc., a Florida corporation, on behalf of the corporation. He is
personally known to me or has produced _____ as identification
and did/did not take an oath.


Notary Public

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
IN THE ARTICLES OF INCORPORATION OF THE C.C. BOOTS, INC.

RALPH L. FRIEDLAND, ESQ., having a business office at 2033 Main
Street, Suite 501, Sarasota, FL 34237, and having been designated as
the Registered Agent in the above and foregoing Articles, is familiar
with and accepts the obligations of the positions of Registered Agent
under Section 607.0505. Florida Statutes.


RALPH L. FRIEDLAND, ESQ.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Henry Cavaliere Director	3111 Post Road Sarasota, FL 34231
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Donna Cavaliere Director	3111 Post Road Sarasota, FL 34231
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ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Henry Cavaliere President	3111 Post Road Sarasota, FL 34231
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Donna Cavaliere Secretary/Treasurer	3111 Post Road Sarasota, FL 34231
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ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ralph L. Friedland, Esq.
2033 Main Street, Suite 501
Sarasota, FL 34237