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August 4, 1995

FILED
95 AUG -9 12:38:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Corporate Records/
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

SUSAN M. SMITH
7764-16 NORMANDY BLVD.
JACKSONVILLE, FL. 32221

Dear Secretary of State;

Enclosed please find one original and a copy of the Articles
of Incorporation of Step-N-Motion, Inc.

Also find enclosed a check made payable to the Secretary of
State in the amount of \$ 70.00 which includes the statutory filing
fee. Your assistance in establishing the corporation to be known as
Step-N-Motion, Inc. is appreciated.

Respectfully,

Secretary

RECEIVED SECRETARY OF STATE
AUG 9 1995
TALLAHASSEE, FLORIDA

will
wait

BROWN AUG - 9 1995

ARTICLES OF INCORPORATION
OF
STEP-N-MOTION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation shall be:

Step-N-Motion, Inc.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:

7764-16 Normandy Blvd.
Jacksonville, Florida 32221

ARTICLE III.

The total number of shares of stock which the corporation shall have the authority to issue is ONE HUNDRED (100) all of one class, namely common stock, and the par value of each share is ONE (\$1.00) DOLLAR amounting in the aggregate to One Hundred (100) Dollars. The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

ARTICLE IV

The name of its initial Registered Agent is:

Susan M. Smith

The street address of the initial registered office of this corporation is:

7764-16 Normandy Blvd.

Jacksonville, Florida 32221

ARTICLE V

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Susan M. Smith

7764-16 Normandy Blvd.

Jacksonville, Florida 32221

ARTICLE VI

The corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration if the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VII

The corporation shall have Two (2) Directors, initially. The number of Directors may be changed from time to time by the By-Laws, adopted by the stockholders, but shall never be less than One (1).

ARTICLE VIII

The names and post office addresses of the initial Directors are as follows;

Andrea M. Smith

6518 Betsy Court

Jacksonville, Florida 32210

Susan M. Smith

6518 Betsy Court

Jacksonville, Florida 32210

ARTICLE IX

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants other instrument or instruments conferring on the corporation any shares of its stock of any class or classes.

ARTICLE X

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XI

I, Susan M. Smith having been named to accept the service of process for Step-N-Motion, Inc., certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in the capacity, and agree to comply with the laws of Florida relative to keeping open said office.

DATED at Jacksonville, Duval County, Florida, this 8th day of August, A.D., 19 95.

Susan M. Smith

Susan M. Smith

2550-783-54-583

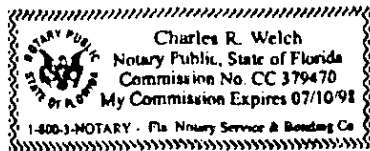
ID:

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY, that on this day before me, a Notary Public duly authorized in the State and County above to take acknowledgements personally appeared Susan M. Smith, to me known to be the person described as the registered agent in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 8th day of August, A.D., 1995.



Charles R. Welch
Notary Public, State of Florida

My Commission Expires:

The undersigned incorporator has executed these Articles of Incorporation this 8th day of August 1995

Susan M. Smith
Susan M. Smith

ID: S 530-783-54-583

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Step-N-Motion, Inc.

2. The name and address of the registered agent is:

Susan M. Smith

7764-16 Normandy Blvd.

Jacksonville, Florida 32221

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.

Signature

Susan M. Smith

Date

3/7/95

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