

(SAMPLE LETTER OF TRANSMITTAL)

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

Re: ALL AMERICAN SHOE REPAIR, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

George Lee
(Individual's name)

FILED
96 FEB 26 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALL AMERICAN SHOE REPAIR INC
(name of corporation)

MAILING ADDRESS OF CORPORATION		
40 TEEN		
900 SOUTH EAST 1 ST ST		
POMPAUN BEACH FL 33060		
PHONE		
(954) 783-9255		
Area Code	Number	Ext.

Comp
2-28-96

ARTICLES OF INCORPORATION

of
ALL AMERICAN SHOE REPAIR INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ALL AMERICAN SHOE REPAIR INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of NO PAR VALUE Dollar(s) (\$ - 0) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>GEORGE TEEN</u>		
ADDRESS	<u>900 SOUTH EAST 1ST ST</u>		
CITY	<u>POMPANO BEACH</u>	FLORIDA	ZIP <u>33060</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>ALL AMERICAN SHOE REPAIR INC</u>		
ADDRESS	<u>900 SOUTH EAST 1ST ST</u>		
CITY	<u>POMPANO BEACH</u>	FLORIDA	ZIP <u>33060</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>GEORGE TEEN</u>		
ADDRESS	<u>900 SOUTH EAST 1ST ST</u>		
CITY	<u>POMPANO BEACH</u>	STATE	ZIP <u>33060</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII • INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME <u>GEORGE TEEN</u>		
ADDRESS <u>900 SOUTH EAST 1ST ST</u>		
CITY <u>POMERANO BEACH</u>	STATE <u>FL</u>	ZIP <u>33060</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22ND day of FEB, 1996.

George Teen (Seal)
 _____ (Seal)
 _____ (Seal)

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 96 FEB 26 PM 2:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED
96 FEB 26 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL AMERICAN SHOE REPAIR INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at ~~GEORGE TEEN~~ 900 SOUTH EAST
1ST ST POMPANO BEACH FL 33060

has named GEORGE TEEN
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

George Teen
(registered agent)