

1201 HAYS STREET
FORT LAUDERDALE, FL 33304
TEL: 352-433-1111
FAX: 352-433-1111

P96000053403



PROSPECTORIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 997716 158324A

AUTHORIZATION

COST LIMIT : \$122.50

Patricia Pizutto

ORDER DATE : June 24, 1996

ORDER NO. 997716

ORDER TIME : 10:02 AM

ORDER NO. : 997716

CUSTOMER NO: 158324A

CUSTOMER: Jeffrey B. Homer, Esq
JEFFREY B. HOMER, P.A.

7931 S.w. 45th Street

Fort Lauderdale, FL 33328-3099

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DOMESTIC FILING

NAME: CONRAD'S ORIGINAL MIRACLE
SNEAKER COLOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

JF
6/24/96

FILED
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NOV 13 10 13 AM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONRAD'S ORIGINAL MIRACLE SNEAKER COLOR, INC.
A FLORIDA CORPORATION

ARTICLE ONE. NAME

The name of the corporation is:
CONRAD'S ORIGINAL MIRACLE SNEAKER COLOR, INC.

ARTICLE TWO. DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR. STATED CAPITAL

The corporation is authorized to issue One Hundred (100) shares of common stock, all at one class, at ONE DOLLAR (\$1.00) par value.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued

therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE. BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, and who have qualified shall be:

<u>Name</u>	<u>Address</u>
CONRAD LAWRENCE	1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144
FRANK MATERDOMINI	1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144

ARTICLE SIX. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE SEVEN. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT. AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE NINE. INCORPORATOR

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

Name

CONRAD LAWRENCE

Address

1830 S.W. 83rd Avenue
Fort Lauderdale, Florida 33324-5144

ARTICLE TEN. OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer and such other officers as may be provided in the Bylaws.

The names and addresses of the persons who are to serve as officers of the corporation at the time of this filing are:

PRESIDENT	CONRAD LAWRENCE 1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144
VICE PRESIDENT	FRANK MATERDOMINI 1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144
SECRETARY	CONRAD LAWRENCE 1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144
TREASURER	CONRAD LAWRENCE 1830 S.W. 83rd Avenue Fort Lauderdale, Florida 33324-5144

The directors of the corporation are the representatives named in Article Five.

ARTICLE ELEVEN. DISSOLUTION

In the event of dissolution, the residual assets of corporation will be turned over to the shareholders in proportion to the number of shares held on the date of dissolution.

ARTICLE TWELVE. DESIGNATION OF REGISTERED

AGENT AND REGISTERED OFFICE

Pursuant to the provisions of the 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.

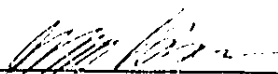
1. The name of the corporation, principal address and mailing address is:

CONRAD'S ORIGINAL MIRACLE SNEAKER COLOR, INC.
1830 S.W. 83rd Avenue
Fort Lauderdale, Florida 33324-5144

2. The name and address of the registered agent and office :
(The mailing address shall be the same as the registered agent address.)

JEFFREY HOMER
7931 S.W. 45th Street
Davie, FL 33328-3099

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT SUCH DUTIES AND OBLIGATIONS.

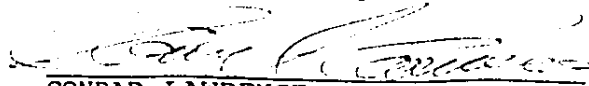


(Registered Agent) Jeffrey Homer

DATE: June 21, 1996

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of June, 1996.

Signature of Incorporator



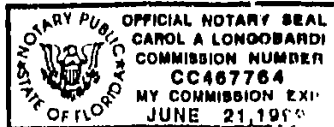
CONRAD LAWRENCE

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day of June, 1996, by CONRAD LAWRENCE, who is personally known to me and who has produced a Florida Driver's License as identification, and acknowledged before me that he executed the Articles of Incorporation as the Incorporator.

Carol A. Longobardi
Notary Public, State of Florida at Large
PRINT NAME: Carol A. Longobardi

My Commission Expires:
My Commission Number:



STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared JEFFREY HOMER, known to me and known to me to be the person who, as registered agent, executed the foregoing and he acknowledged before me that he executed the foregoing on this 21st day of June, 1996.

Carol A. Longobardi
Notary Public, State of Florida at Large
PRINT NAME: Carol A. Longobardi

My Commission Expires:
My Commission Number:

