



JOSEPH ZALLEN, P.A.

LAW OFFICES

PATENTS TRADEMARKS COPYRIGHTS

2601 EAST OAKLAND PARK BLVD. SUITE 208 FORT LAUDERDALE, FLORIDA 33306

VOICE 954.565.9506 FAX 954.568.0825

9960000 86978

October 18, 1996

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

800001982738--7
-10/22/96--01070--009
****122.50 ****122.50

Re: File G-0300A, WALK-ON, INCORPORATED

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50. A copy of the Name Reservation is enclosed. A return postcard is also enclosed.

Very truly yours,

[Signature]
Joseph Zallen, Attorney
2601 East Oakland Park Boulevard
Suite 208
Fort Lauderdale, FL 33306
Tel: (954) 565-9506

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 21 AM 11:19

FILED

JZ/rs
Enclosures

[Signature]
10/22



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 20, 1996

JOSEPH ZALLEN, ESQ.
2601 E. OAKLAND PARK BLVD.
SUITE 208
FT. LAUDERDALE, FL 33306

The name WALK-ON, INCORPORATED has been reserved for 120 days beginning September 20, 1996. The reservation number is R96000004488 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 596A00043449

FILED

96 OCT 21 AM 11:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WALK-ON, INCORPORATED**

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:
WALK-ON, INCORPORATED

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under The Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

- a) To engage in the business of developing, designing, and manufacturing products for use in industry and commerce.
- b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic

government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts, to buy, sell, assign, convey and cancel liens upon personal property, and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

e) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real

estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with the incident to the foregoing under the laws of the State of Florida or any other State.

f) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things and to exercise any and all power which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into Five Thousand (5000) shares of stock of the par value of (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of Five Thousand Dollars (\$5000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The principal place of business of the Corporation shall be at 8 Northeast 29th Street Wilton Manors, Florida 33334-1043, with the privilege of having branch offices within and without the State of Florida.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

ARTICLE VII

The number of directors of the Corporation shall be not less than one (1) nor more than fifteen (15).

ARTICLE VIII

The names and post office addresses of the President, Secretary, Treasurer, and Director, who shall hold office until their successors are elected or appointed or have qualified are:

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

President

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

Treasurer

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

Director

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

Secretary

ARTICLE IX

The name and post office address of the Registered Agent is:

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

ARTICLE X

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

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

IN WITNESS WHEREOF, I have hereunto set my hand and seal, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 17 day of October, 1996.

Fred Gorayeb

Fred Gorayeb
President, Treasurer,
Director, Secretary

State of Florida

County of Broward

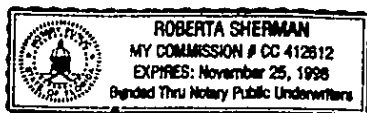
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FRED GORAYEB, personally known to me, or who presented the following identification, X, who acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Fort Lauderdale, Florida, this 17th day of October, 1996.

Roberta Sherman

Roberta Sherman
Notary Public, State of Florida
Commission No. CC412612
My Commission Expires: 11-25-98

Seal:



CERTIFICATE OF DESIGNATION
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 WALK-ON, INCORPORATED.

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

Fred Gorayeb
8 Northeast 29th Street
Wilton Manors, Florida 33334-1043

10-17-96
Date

Fred Gorayeb
Fred Gorayeb, President

96 OCT 21 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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.

10-17-96
Date

Fred Gorayeb
Fred Gorayeb