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FRED H. STEFFEY
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR
SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED
TAX LAWYER

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

January 7, 1997

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

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

Re: HAPPY SOLES/BIRKENSTOCK, INC.

Gentlemen:

Enclosed for filing is the executed original of the articles of incorporation of the above referenced corporation, together with a copy to be marked as received and returned to me, and a certificate of registered agent.

Also enclosed is a check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$35.00
Designation of registered agent	<u>35.00</u>
TOTAL	\$70.00

If you have any questions concerning this proposed incorporation, please call me a call.

Sincerely,

Fred H. Steffey
Fred H. Steffey

JAN 14 BSB

FHS:pab
DHWP7L7RSSHAPPY,IE.wpd
Enclosures

cc: Mr. James P. Spies (w/encl)

FILED
9 JAN -8 PM 2:12
DIVISION OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1-7-97

**ARTICLES OF INCORPORATION
OF
HAPPY SOLES/BIRKENSTOCK, INC.**

FILED

97 JAN -8 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

EFFECTIVE DATE1-7-97

Article I

Name and Principal Office

Section 1.1. Name. The name of the corporation is HAPPY SOLES/BIRKENSTOCK, INC.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 9948 Baymeadows Road, Jacksonville Florida 32256.

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Initial Registered Office; Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 6620 Southpoint Drive South #300, Jacksonville, Florida 32216-0913.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Fred H. Steffey.

Article VI

Directors

Section 6.1. Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The names and mailing addresses of the members of the first board of directors of the corporation are:

James P. Spies, 9948 Baymeadows Road, Jacksonville, Florida 32256
Peggy Freeman, 9948 Baymeadows Road, Jacksonville, Florida 32256

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders

specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation are:

Fred H. Steffey, 6620 Southpoint Drive South #300, Jacksonville, Florida 32216-0913

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles this 7th day of January, 1997.


FRED H. STEFFEY

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **FRED H. STEFFEY** (Known to me X or Type of Ident. & No.: _____) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of January, 1997.


NOTARY PUBLIC, State of Florida
PRINT NAME PATRICIA A. BROOKE
My Commission Expires:


PATRICIA A. BROOKE
MY COMMISSION # DC440003 EXPIRES
March 27, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

HAPPY SOLES/BIRKENSTOCK, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates **FRED H. STEFFEY** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 6620 Southpoint Drive South #300, Jacksonville, Florida 32216.

HAPPY SOLES/BIRKENSTOCK, INC.

By *Fred H. Steffey*
FRED H. STEFFEY, Incorporator

Date: 1-7-97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.

Fred H. Steffey
FRED H. STEFFEY

Date: 1-7-97

FILED
97 JAN -8 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA