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SEC. OF STATE
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION
OF

MAGIC FOOTWEAR & ACCESSORIES, Inc.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

I.

NAME

The name of the corporation shall be: Magic Footwear & Accessories, Inc.

II.

DURATION

The corporation has perpetual duration.

III.

PURPOSE

The corporation is a corporation for profit and is organized for the following purposes:

- (a) To engage in the business of Foot wear and Clothing apparel through out the state of Florida.
- (b) To conduct its business, carry on its operations, have offices, and exercise its powers granted by these articles and corporate By-laws anywhere in the state of Florida;
- (c) To elect, appoint, or hire officers, employees and other agents of the corporation, define their duties , and fix their compensation and the compensation of directors;
- (d) To participate with others in any corporation, partnership, transaction, arrangement, operation, organization of venture, even if such participation involves showing control with others or delegation of control of others.

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- (e) To have and exercise all powers necessary or convenient to effect any or all of the purpose for which the corporation is organized.
- (f) To engage in any and all other business enterprises permissible under the Florida Business Corporation Code.

IV.

CAPITAL

Section 1. The authorized capital of the Corporation shall consist of One Thousand (1,000) shares, with a par value of One Dollar (\$1.00) per share. The corporation may issue fractional as well as full shares. Each fractional share shall have rights identical to those in which a full share is entitled, but in such proportion, in all instances, as such fractional share basis to a full share.

Section 2. At all meetings of the stockholders, each stockholder of record entitled to vote at such meeting shall be entitled to one (1) vote (and a pro rata fraction of vote for each fractional share) for each share of stock standing in his name and entitled to be voted at such meeting. Each stockholder entitled to vote for Directors shall have the right to vote in person or by proxy the number of shares standing in his name on the books of the Corporation for as many persons as there are Directors to be elected.

V.

PRE-EMPTIVE RIGHT

The share holders of said Corporation shall have the right to acquire unissued shares of the same class in proportion to their existing holdings in the event of the proposed sale of the Corporation. The price of each holder shall be no less favorable than the price at which such shares are to offered to others.

VI.

DIRECTORS

Section 1. The number of Directors constituting the initial Board of Directors shall be two (2) and the name and address of the person is as follows:

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Clarence L. Harris, Jr.
1324 East University Avenue
Gainesville, Florida 32602

Clifford Hudson
Rt. 6, Box 55
Starke, Florida 32091

Section 2. In furtherance of, and not in limitation of, the power conferred by the laws of the State of Florida, the Board of Directors of this Corporation expressly authorized and empowered to make, alter or repeal, the By-Laws of this Corporation (other than By-Laws provided by the Terms of amendment or repeal only with the approval of the stockholders). In addition to the powers and authorities herein, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the laws of the State of Florida and to any other provision herein, and to the By-Laws of this Corporation, as any of such are not constituted by hereafter amended.

Section 3. The Board of Directors, in its discretion, may from time to time declare and pay dividends as permitted by the laws of the State of Florida.

Section 4. The Board of Directors, in its discretion, may, in connection with any dividend paid in cash, extend to the stockholder entitled to receive such dividend, the right to reinvest such dividends or a portion thereof in shares of the Corporation as net asset value. Such right of purchase shall not be considered an option or warranty to purchase shares of the Corporation, and shall be exercised only within the time and under such conditions as may be presented by the Board of Directors.

Section 5. Any and all dividends may be and in addition or full and fractional re-invested shares of the Corporation at net asset value under such terms and conditions as may be prescribed by the Board of Directors.

VII.

TITLES

The title of the foregoing Articles are solely for identification and shall neither be considered as a part of the Articles nor used to interpret the meaning thereof.

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VIII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Randall A. Brown
500 East University Avenue, Suite B
Gainesville, Florida 32601

IX.

COMMENCEMENT OF BUSINESS

The Corporation shall not commence business until it shall have received Five Hundred Dollars (\$500.00) for the issuance of shares of its stock.

X.

INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit, or proceedings whether civil, criminal administrative or investigative (other than by action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of another corporation, partnership, joint venture trust, or other enterprise, against expenses (including attorney's fees), judgements, fines, and amounts paid in settlements actually or reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he or she is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses) including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or

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suit if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue, or matter as to which person shall have adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Section 3. To the extent that a director, officer, employee or agent has been successful in the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article XIII or in defense of any claim, issue or matter therein, he or she shall be indemnified against the expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification shall be made by the Corporation only upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in said Section 1 and Section 2. Such determination shall be made (a) by the Board of Directors who were not parties to such action, suit or proceedings, or, (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so direct, by independent legal counsel in written opinion, or, (c) by the stockholders.

Section 5. The Corporation shall to the fullest extent, permitted by the applicable law from time to time in effect, indemnify any and all persons who it shall have power to indemnify under said law from and against any and all of the expenses, liabilities or other matters referred to in or covered by said law; and the indemnification provided by this Article shall not be deemed exclusive for any other rights to which any person may be entitled to under any By-Laws agreement, vote of stockholders or disinterested Directors, or otherwise, both as to an action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a Director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

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Section 6. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against any liability or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 or successor provisions of the General Business Corporation Law of the State of Florida.

XI.

PRINCIPAL PLACE OF BUSINESS

The principal place and office of this corporation shall be 500 East University Avenue, Suite B, Gainesville, Florida 32601. The Board of Directors, may, from time to time, move the principal office to any other address in Florida.

XII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is:

500 East University Avenue, Suite B
Gainesville, Florida 32601

XIII.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The Registered Agent for this corporation shall be Randall A. Brown, who is a resident of the State of Florida.

The Board of Directors may from time to time, designate a different Registered Agent, provided that the proper papers are filed with the office of the Secretary of the State of Florida.

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The undersigned hereby accepts the above designation of Registered Agent and agrees to perform all required duties of Registered Agent.


Randall A. Brown

IN WITNESS WHEREOF, the undersigned has set his hand and seal on this 11th day of September, 1997.


Randall A. Brown

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, this day personally appeared Randall A. Brown, who executed and subscribed to the foregoing Article of Incorporation, and acknowledge before me that he signed, sealed and acknowledged at the same time, place and in the manner and for the uses and purposes as therein set forth and continued.

WITNESS my hand and official seal on this 11th day of September, 1997.


NOTARY PUBLIC, State of Florida

MY Commission expires: _____



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