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RICHARD W. SCHWARTZ, C.P.A.  
2300 PALM BEACH LAKES BLVD.  
WEST PALM BEACH, FLORIDA 33409  
(561) 478-6388

October 6, 1997

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

Re: RUNNING ENTERPRISES, INC.

900002315929--7  
-10/09/97--01051--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Enclosed herewith please find the Articles of Incorporation for the above referenced Corporation.

I am also enclosing a check in the amount of \$ 70.00 which represents the filing fee of \$35 and the Registered Agent designation fee of \$35.

Thank You.

Sincerely Yours,

  
Richard Schwartz, C.P.A.

RWS/ab

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 PM 2:32

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
RUNNING ENTERPRISES, INC.**

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is RUNNING ENTERPRISES, INC. The principal place of business and mailing address for the corporation is 130 Swan Parkway East, Royal Palm Beach, Florida, 33411.

**ARTICLE II  
PURPOSE**

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

### **ARTICLE III**

#### **CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

### **ARTICLE IV**

#### **CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

### **ARTICLE V**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

130 Swan Parkway East  
Royal Palm Beach, Florida, 33411

and the name of the initial registered agent at that address is:

John F. Castaneda

## **ARTICLE VI**

### **NUMBER OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
John F. Castaneda President/Treasurer Vice President/Secretary	130 Swan Pkwy E. Royal Palm Beach, Florida 33411

## **ARTICLE VIII**

### **SUBSCRIBER**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John F. Castaneda	130 Swan Pkwy E. Royal Palm Beach, Florida 33411

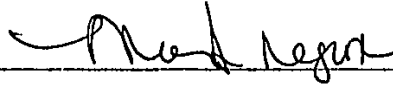
**ARTICLE IX**  
**CUMULATIVE VOTING FOR DIRECTORS**

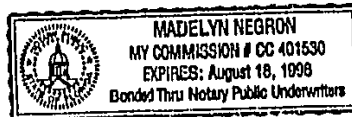
At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 9 day of Sept, 1997.

 (SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST-THAT **RUNNING ENTERPRISES, INC.**  
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ROYAL PALM BEACH,  
STATE OF FLORIDA, HAS NAMED John F. Castaneda LOCATED AT 130 Swan Pkwy East,  
CITY OF ROYAL PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

BY: John F. Castaneda

TITLE: PRESIDENT/TREASURER/

VICE PRESIDENT/SECRETARY

Presented Fldr C235466684590

Dated this 9 day of Sept, 1997. -98

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 AGREE TO COMPLY  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

John F. Castaneda

RESIDENT AGENT Fldr C235466684590

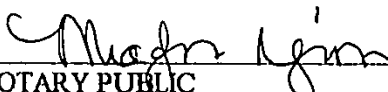
98.

Dated this 9 day of Sept, 1997

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned authority, personally appeared to me, John F. Castaneda, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at County of Palm Beach, State of Florida, this 9 day of Sept A.D., 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

