

SENT BY: RUDEN MCCLOSKEY

10/10/97

4:56PM

Department of State: H 1

P970000087998

10/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:39 PM

((H97000016931 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUBBELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: SHOELESS JOE, INC.

AUDIT NUMBER.....H97000016931

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

97 OCT 10 AM 10:01

STATE
TALLAHASSEE, FLORIDA

nc 10/13/97

**ARTICLES OF INCORPORATION
OF****SHOELESS JOE, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I**NAME OF CORPORATION**

The name of this Corporation shall be:

Shoeless Joe, Inc.

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is c/o RJS/Jackson Group, 1200 North Federal Highway, Suite 111, Boca Raton, Florida, 33432.

ARTICLE III**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV**ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is c/o RJS/Jackson Group, 1200 North Federal Highway, Suite 111, Boca Raton, Florida, 33432, and the initial registered agent of this Corporation at that address shall be Joseph R. Jackson.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

RTL:20000016911

E97000016931

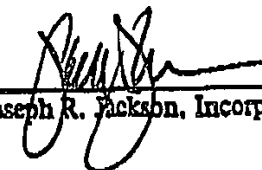
FILED
97 OCT 10 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INCORPORATOR**

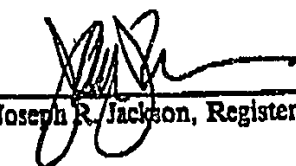
The name and street address of the person signing these Articles of Incorporation is:

Joseph R. Jackson
c/o RJS/Jackson Group
1200 North Federal Highway, Suite 111
Boca Raton, Florida, 33432

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 10th day of
October, 1997.


Joseph R. Jackson, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Joseph R. Jackson, Registered Agent

FILED
97 OCT 10 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660