

LAW OFFICES OF
BAXTER & STROHAUER, P.A.

CITIZENS BANK BUILDING, SUITE 300
1150 CLEVELAND STREET
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JAMES A. BAXTER
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October 15, 1997

P97000090181

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

300002324513-41

-10/20/97-01126-010

122.50122.50

Re: Sport Shoes Direct, Inc.

Dear Sir:

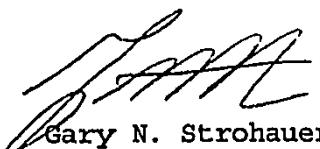
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

BAXTER & STROHAUER


Gary N. Strohauser

FILED
OCT 20 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gns/kc
Enclosures

corp/sport/let/secstate

P. CHANDLER

OCT 21 1997

ARTICLES OF INCORPORATION
OF

SPORT SHOES DIRECT, INC.

ARTICLE I. CORPORATE NAME AND PRINCIPAL ADDRESS.

The name of this corporation is: Short Shoes Direct, Inc. and the principal address is 10601 Belcher Road South, Largo, FL 33777.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock (having a par value of 1.00 per share).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND ADDRESS.

The Registered Agent and his street address in the State of Florida shall be:

Burt Waters
454 Bath Club Boulevard South
North Redington Beach, FL 33708

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

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

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

Burt Waters
454 Bath Club Boulevard South
North Redington Beach, FL 33708

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

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

Burt Waters
454 Bath Club Boulevard South
North Redington Beach, FL 33708

ARTICLE IX. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14th day of October, 1997.

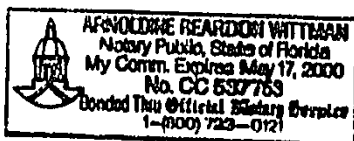
B. Waters
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 14th day of October, 1997, before me personally appeared, Burt Waters, who is personally known to me, and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.

Annalisa Rendon W. Hues
Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Sport Shoes Direct, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 10601 South Belcher Road, City of Largo, County of Pinellas, State of Florida has named Burt Waters, located at 454 Bath Club Boulevard, South, City of North Redington Beach, County of Pinellas, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: B. Waters
Burt Waters,
Registered Agent

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97 OCT 20 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA