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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: STEP ON GUIDES, INC.

AUDIT NUMBER.....H98000004239

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

STEP ON GUIDES, INC.

ARTICLE I - NAME

The name of this corporation is STEP ON GUIDES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

WILLIAM F. BEGGS, ESQUIRE
BEGGS AND VECCHIO
PENTHOUSE A, BARNETT BANK TOWER
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308 (954) 772-5132
BAR NO. 154637

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ARTICLE VI - INITIAL PRINCIPAL AND
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is Apartment 3-G, 101 Royal Park Drive, Oakland Park, Florida 33309, and the street address of the registered office is Apartment 3-G, 101 Royal Park Drive, Oakland Park, Florida 33309, and the name of the initial registered agent of this corporation at such address is Linda McNicoll.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda McNicoll	Apartment 3-G 101 Royal Park Drive Oakland Park, Florida 33309

ARTICLE VIII - INCORPORATION

The name and address of the Corporation's incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Linda McNicoll	Apartment 3-G 101 Royal Park Drive Oakland Park, Florida 33309

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

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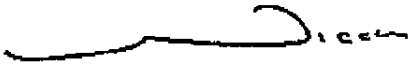
ARTICLE X - RESTRICTION ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations Board of Directors.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 26 day of FEBRUARY, 1998.


Incorporator, LINDA MC NICOLL

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day of FEB., 1998, by LINDA MC NICOLL, who is personally known to me or who has produced _____ as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



Bettye Mc Glohn
MY COMMISSION # CC675005 EXPIRES
JUNE 8, 2000
BONDED BY THE FIDELITY INSURANCE CO. INC.

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

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

That STRIP ON GUIDES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Apartment 3-G, 101 Royal Park Drive, Oakland Park, Florida 33309, has named LINDA MC NICOLL, located at Apartment 3-G, 101 Royal Park Drive, Oakland Park, Florida 33309, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

BY: _____

Resident Agent, LINDA MC NICOLL

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TALLAHASSEE, FLORIDA

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