

898000051527

June 5, 1998

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

Re: Happy Feet & Accessories, Inc.

500002550615--0
-06/08/98--01032--002
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation together with my check in the amount of \$122.50.

This represents the cost of filing fees, certified copy of Articles of Incorporation and fee for registered agent designation for the above corporation.

Very truly yours,

Yolanda Centeno
Yolanda Centeno

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98 JUN -8 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAPPY FEET & ACCESSORIES, INC.

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

HAPPY FEET & ACCESSORIES, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND SHARES (1000) OF DOLLAR(S) (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS:

NAME: YOLANDA CENTENO

ADDRESS: 211 EAGLESMERE DRIVE

CITY/STATE/ZIP: LEHIGH ACRES, FL 33936

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME: YOLANDA CENTENO

ADDRESS: 211 EAGLESMERE DRIVE

CITY/STATE/ZIP: LEHIGH ACRES, FL 33936

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) 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 (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS AS FOLLOWS:

NAME: YOLANDA CENTENO
ADDRESS: 211 EAGLESMERE DRIVE
CITY/STATE/ZIP: LEHIGH ACRES, FL 33936

ARTICLE VII - INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME: YOLANDA CENTENO
ADDRESS: 211 EAGLESMERE DRIVE
CITY/STATE/ZIP: LEHIGH ACRES, FL 33936

IN WITNESS WHEREOF, IN UNDERSIGNED SUBSCRIBER HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 5 DAY OF June, 1998

Y Centeno (SEAL)

(STATE OF FLORIDA)
(COUNTY OF LEE)

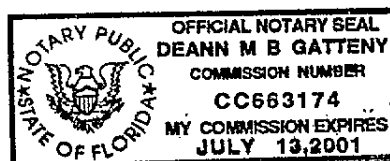
ON June 5, 1998 BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED YOLANDA CENTENO, KNOWN TO ME AND KNOWN TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THESE ARTICLES IN INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 5 DAY OF June, 1998.

(NOTARY SEAL)

Deann M B Gatteny
(NOTARY PUBLIC, STATE OF FLORIDA)

MY COMMISSION EXPIRES:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

HAPPY FEET & ACCESSORIES, INC.

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING IS
SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION

AT 211 EAGLESMERE DRIVE, LEHIGH ACRES, FL 33936

HAS NAMED YOLANDA CENTENO

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, AND
BEING FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT TO ACT
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN
KEEPING OPEN THIS OFFICE.

Yolanda Centeno
YOLANDA CENTENO
REGISTERED AGENT

FILED
98 JUN -8 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA