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VIA FEDERAL EXPRESS

September 23, 1998

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

600002648176--6
-09/24/98--01067--006
****122.50 ****122.50

RE: Shoeless Bob's, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return to this office one (1) certified copy of same. I have also enclosed a check in the amount of \$122.50 for use as follows:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent Designation	\$ 35.00
Total	\$122.50

Thank you.

Very truly yours,

Holly Geyer Doro
HOLLY GEYER DORO
HGD:md
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 9:18

B. BROCK SEP 25 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 24 AM 9:18

ARTICLES OF INCORPORATION

of

SHOELESS BOB'S, INC.

ARTICLE I-NAME

The name of the corporation is **SHOELESS BOB'S, INC.**

ARTICLE II-DURATION

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

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 which shall be designated "Common Shares".

ARTICLE V-PRE-EMPTIVE SHARES

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The street address of the initial registered office of this corporation is 2246 University Drive, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is Melaine S. Papp. The mailing address of the corporation is 7010 NW 38th Street, Coral Springs, Florida 33065.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

Name	Address
ROBERT R. PAPP	7010 NW 38th Street Coral Springs, FL 33065
MELAINES. PAPP	7010 NW 38th Street Coral Springs, FL 33065

ARTICLE VIII-INCORPORATORS

The name and address of each person signing these Articles is:

Name	Address
ROBERT R. PAPP	7010 NW 38th Street Coral Springs, FL 33065
MELAINES. PAPP	7010 NW 38th Street Coral Springs, FL 33065

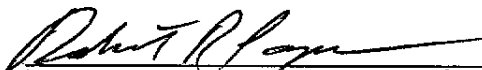
ARTICLE IX-INDEMNIFICATION

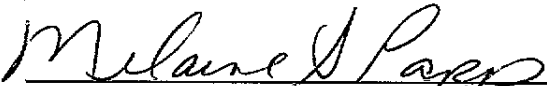
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X-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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 23 day of Sept, 1998.


ROBERT R. PAPP, Subscriber


MELAINES. PAPP, Subscriber

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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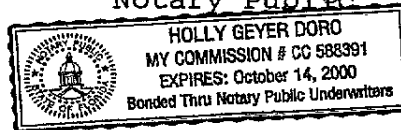
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23 day of September, 1998 by ROBERT R. PAPP and MELAINE S. PAPP. ROBERT R. PAPP is personally known to me or has produced Personally Known as identification. MELAINE S. PAPP is personally known to me or has produced Personally Known as identification.

Holly Geyer Doro
HOLLY GEYER DORO
Notary Public

My commission expires:



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

IN COMPLIANCE WITH SECTION 45.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT SHOELESS BOB'S, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL SPRINGS, STATE OF FLORIDA, HAS NAMED MELAINE S. PAPP, LOCATED AT 2246 UNIVERSITY DRIVE, CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Robert R. Papp
ROBERT R. PAPP, Corporate
Officer

DATE: 9-23-98

HAVING BEEN MADE 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 WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: Melaine S. Papp
(Registered Agent)

DATE: 9-23-98