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November 20, 1998

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Village Bootery, Inc.

100002694011--3
-11/23/98--01111-011
****122.50 ****78.75

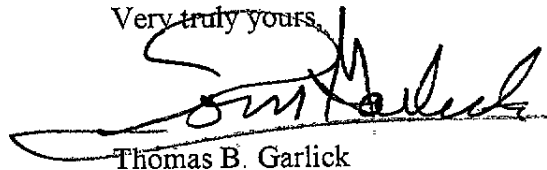
EFFECTIVE DATE
11-20-98

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

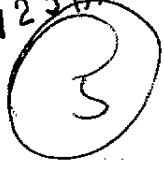
Our client's check in the amount of \$122.50 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


Thomas B. Garlick

TBG/jpw
Enclosures

FILED
98 NOV 23 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
NOV 25 1998


ARTICLES OF INCORPORATION
OF
VILLAGE BOOTERY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

EFFECTIVE DATE
11-20-58

The name of the Corporation is Village Bootery, Inc., and the street address of the Corporation is 4360 Gulf Shore Boulevard, Naples, Florida 34103.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Johanna Marentette
4360 Gulf Shore Boulevard, Suite 600
Naples, Florida 34103

Larry Gennis
4360 Gulf Shore Boulevard, Suite 600
Naples, Florida 34103

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Johanna Marentette
4360 Gulf Shore Boulevard, Suite 600
Naples, Florida 34103

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

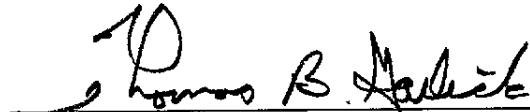
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 20 day of November, 1998.



Johanna Marentette - Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

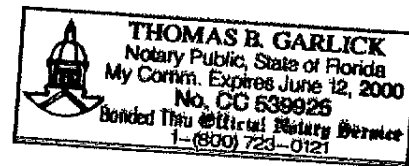
The foregoing instrument was acknowledged before me this 20 day of November, 1998, by Johanna Marentette, who is personally known to me.



Notary Public

THOMAS B. GARLICK

Printed Name



ACCEPTANCE OF REGISTERED AGENT

FOR

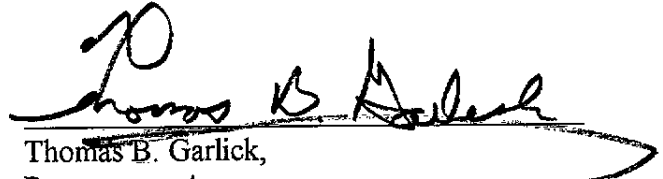
VILLAGE BOOTERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Thomas B. Garlick, having signed the within as registered agent of Village Bootery, Inc., (the "Corporation"), at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


Thomas B. Garlick,
REGISTERED AGENT

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