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

EFFECTIVE DATE

11-16-98

900002694229--3

-11/23/98--01128--012

\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Foot Station, Inc.

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation of FOOT STATION, INC., a Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self-addressed stamped envelope. We are enclosing a check in the amount of \$122.50 to cover the following costs:

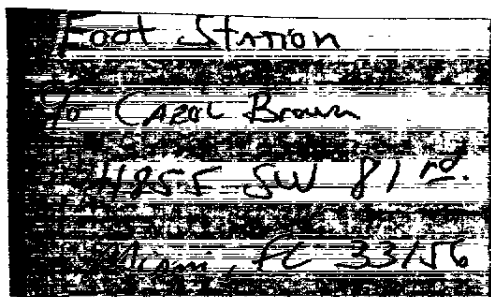
Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent Designation	\$35.00
<b>Total</b>	<b>\$122.50</b>

Should you have any questions, please feel free to call me. Thank you for your prompt attention to this matter.

Sincerely,



Carol Brown



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93 NOV 23 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12-1-98  
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ARTICLES OF INCORPORATION

EFFECTIVE DATE  
11-16-98

OF

FOOT STATION, INC.

The undersigned incorporators hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

FOOT STATION, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property, (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed with the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

## ARTICLE V

### Corporation's Principal Office

The corporation's principal office shall be located at 11855 S.W. 81<sup>st</sup> Road, Miami, Florida 33156.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 11855 S.W. 81<sup>st</sup> Road, Miami, Florida 33156, and the initial registered agent of this corporation at such office shall be Carol Brown. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders, or by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are :

Carol Brown	11855 S.W. 81 <sup>st</sup> Road Miami, FL 33156
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ARTICLE IX

Incorporators

The name and street address of the incorporators making these Articles of Incorporation is:

Name	Address
Carol Brown	11855 S.W. 81 <sup>st</sup> Road Miami, Florida 33156

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(4)

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and

business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

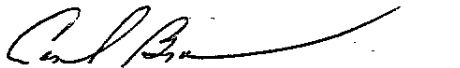
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

### Applicability of Section 607.0901

The provisions of Section 607.0901; Florida Statutes, shall be inapplicable to this corporation.

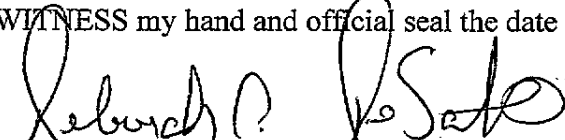
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
Carol Brown

STATE OF FLORIDA  
COUNTY OF DADE

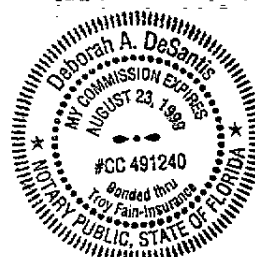
BEFORE ME, the undersigned authority, on this 16 day of November, 1998, personally appeared Carol Brown, to me well known to be the person described in and who produced a Florida Drivers License as identification and who signed the foregoing Articles of Incorporation, and acknowledged to me that <sup>she</sup> ~~(6)~~ she executed the same freely and voluntarily, for the uses and purposes therein expressed and that he did not take an oath.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC

Carol Brown is known by FOL


My Commission Expires:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Carol Brown, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

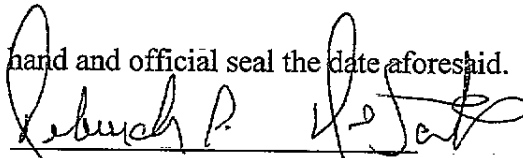
DATED this 16<sup>th</sup> day of November, 1998.

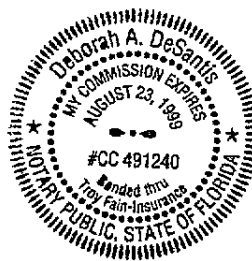
  
Carol Brown

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 16 day of November, 1998, personally appeared Carol Brown, to me well known to be the person described in and who produced a Florida Drivers License as identification and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed and that she did not take an oath.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC  
Carol Brown / by FDL  
My Commission Expires:



**FILED**  
98 NOV 23 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA