P99000029365

James G. Sciales

3/19 , 1999

Department of State Corporate Records Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: INCORPORATION OF RUNNING BEHIND, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of RUNNING BEHIND, INC. and our check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

200002820302--2 -03/26/99--01090--018 ******70.00 ******70.00

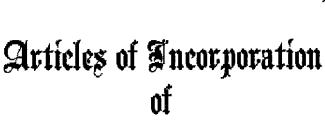
Paralegal Associates 2205 Hollywood Blvd. Hollywood, Florida 33020.

Kindly phone at 1-954-922-1816 and speak with Mr. Hussain if there is a question or problem.

Respectfully,

James G. Sciales

99 MAR 26 AM 9: 40
SECILETARY OF STATE
TALLAHASSEE, FLORIDA



RUNNING BEHIND, INC.

ARTICLE ONE

The name of the corporation is RUNNING BEHIND, INC. The principal address of the corporation is: 5241 N.W. 78th., Terr. Lauderhill, FL 33351.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 5241 N.W. 78th., Terr., Lauderhill, FL 33351, and the name of its initial registered agent at such address is James G. Sciales.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

James G. Sciales

ARTICLE SEVEN

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The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

James G. Sciales

President

5241 N.W. 78th., Terr. Lauderhill, FL 33351

SANDY SCIALES Vice President 5241 N.W. 78th., Terr. Lauderhill, FL 33351

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

The name and address of each incorporator is:

Name

Mailing Address

James G. Sciales

5241 N.W. 78th., Terr. Lauderhill, FL 33351

(signed)

Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.