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DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

June 7, 1999

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5219.03-99-262

Florida Department of State
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of A & B Shoes, Inc., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our firm's trust account check in the amount of \$78.75 as payment for the following costs:

Filing fee	\$ 35.00
Fee for certified copy	8.75
Fee for designation of registered agent	<u>35.00</u>
Total	\$ 78.75

The registered agent for this corporation is designated in the Articles of Incorporation and has signed them as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Very truly yours,

S. Austin Peele
S. Austin Peele
For the Firm

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Enclosures (3)

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ARTICLES OF INCORPORATION
OF
A & B SHOES, INC.

The undersigned incorporators hereby form and organize a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is A & B SHOES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is Route 17, Box 1000-5, Lake City, Florida 32055, and the mailing address of the corporation is the same.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by law and the corporation shall have the power and authority to do any and all things to the same extent as a natural person.

It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be restricted or limited except by operation of law and the corporation shall have all powers as may be granted either now or hereafter to corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is Route 17, Box 1000-5, Lake City, Florida 32055. The registered agent of the corporation at such office is BUCKY NASH. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time

as provided in the by-laws, but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
BUCKY NASH	Route 17, Box 1000-5 Lake City, Florida 32055
ALICE NASH	Route 17, Box 1000-5 Lake City, Florida 32055

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators who have executed these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
BUCKY NASH	Route 17, Box 1000-5 Lake City, Florida 32055
ALICE NASH	Route 17, Box 1000-5 Lake City, Florida 32055

ARTICLE VIII - CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation in duplicate this 7th day of June, 1999.

Bucky Nash (SEAL)
BUCKY NASH
Incorporator and Registered Agent

Alice Nash (SEAL)
ALICE NASH
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF COLUMBIA


The foregoing instrument was acknowledged before me this 7th day of June, 1999, by BUCKY NASH and ALICE NASH, who are personally known to me, or who have produced Florida Driver License and Florida Driver License, respectively, as identification.

(NOTARIAL
SEAL)

Jeraline A. Humphrey
Notary Public, State of Florida

Jeraline A. Humphrey
(Print or Type Name)

My Commission Expires:

 Jeraline A Humphrey
My Commission CC781424
Expires October 7, 2002