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Division of Corporations

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LIMITED LIABILITY COMPANY

SILVIFER SHOES, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

SILVIFER SHOES, LLC

Article II. Address

The Company's street and mailing address is:

American Incorporators Ltd.
1220 N. Market Street
Suite 606
Wilmington, DE 19801

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

I.C. Gonzalez
1688 Meridean Avenue
Suite 700
Miami Beach, FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-421-2661

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Article V. Management

This will be a member-managed company.

Article VI. Company Existence

The Company's existence shall begin effective as September 25, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on September 25, 2002.

Katherine Gray
Katherine Gray
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

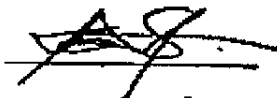
COMPANY:

SILVIFER SHOES, LLC

REGISTERED AGENT/OFFICE

I.C. Gonzalez
1688 Meridean Avenue
Suite 700
Miami Beach, FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Date: 9/25/02

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