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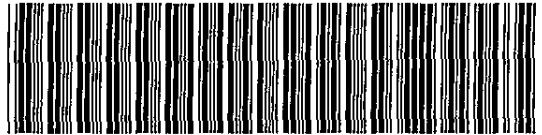
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Acknowledgement

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W. P. Verifier

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

JS Shores, LLC

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

☒ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

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**ARTICLES OF ORGANIZATION
FOR
JS SHOES, LLC**

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization of such Company.

ARTICLE I

NAME

The name of the limited liability company ("Company") is JS SHOES, LLC.

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 17709 Circle Pond Court, Boca Raton, Florida 33496.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Jeffrey Schwartz, 17709 Circle Pond Court, Boca Raton, Florida 33496.

ARTICLE IV

DURATION

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

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ARTICLE V

MANAGEMENT

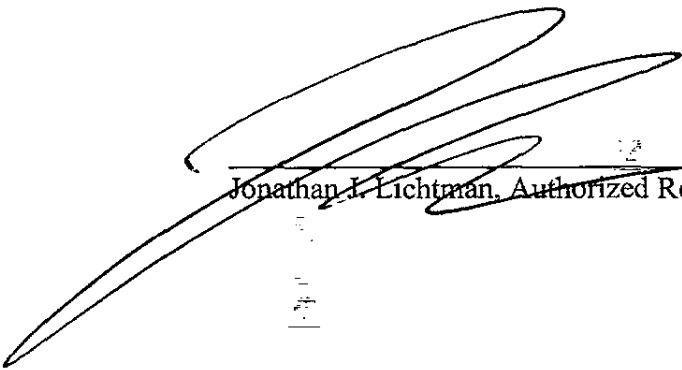
The Company is to be managed by a Manager. The person who will serve as Manager until the first annual meeting of Members or until his successor is elected and qualified is Jeffrey Schwartz, 17709 Circle Pond Court, Boca Raton, Florida 33496.

ARTICLE VI

ORGANIZING MEMBER

The name and address of the authorized representative of the Manager executing these Articles of Organization is Jonathan J. Lichtman, Esq., 120 East Palmetto Park Road, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 24th day of December, 2002.


Jonathan J. Lichtman, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for JS Shoes, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 12/29/02


JEFFREY SCHWARTZ

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