

Division of Corporations

Page 1 of 2

PO20000633479

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000066168 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

FILED
2002 MAR 27 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Shoe Stock, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

SMITH MAR 27 2002

3

FILED

2002 MAR 27 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHOE STOCK, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Shoe Stock, Inc. (hereinafter, the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of the Corporation is: 100 South Birch Road, Suite 1903, Ft. Lauderdale, Florida 33316.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of the Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 100 South Birch Road, Suite 1903, Ft. Lauderdale, Florida 33316, and the initial registered agent of the Corporation at that address shall be Bruce Cohen.

H02000066168

H02000066168

954 FILED 489

3/ 3

2002 MAR 27 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation are:

Bruce Cohen
100 South Birch Road, Suite 1903
Ft. Lauderdale, Florida 33316

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 27 day of
March, 2002.


Bruce Cohen, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Bruce Cohen
Registered Agent

H02000066168