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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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Phone : (305) 672-0686
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**FLORIDA PROFIT CORPORATION OR P.A.
CLOSEOUT FOOTWEAR, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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Corporate Filing

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CLOSEOUT FOOTWEAR, INC.

Article II. Address

The Corporation's mailing address is:
CLOSEOUT FOOTWEAR, INC.
11950 5th Street East
Treasure Island FL 33706

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jonathan A. Fuss
11950 5th Street East
Treasure Island FL 33706

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Jonathan A. Fuss

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 27, 2002.

The undersigned incorporator executed these Articles of Incorporation on June 27, 2002.



CORPORATE CREATIONS INTERNATIONAL INC.
Stephen T. Samuel Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

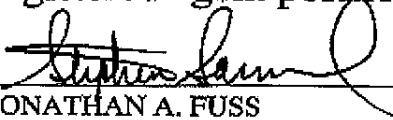
CORPORATION:

CLOSEOUT FOOTWEAR, INC.

REGISTERED AGENT/OFFICE:

**Jonathan A. Fuss
11950 5th Street East
Treasure Island FL 33706**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of 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.



JONATHAN A. FUSS
by S.T. Samuel as attorney-in-fact

Date: June 27, 2002

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