

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SANDRA'S SHOES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: SANDRA RUIZ
Name (Printed or typed)

3080 WEST 2nd AVENUE
Address

HIWEEAH, FL 33012
City, State & Zip

(305) 505-8075
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FOR
SANDRA'S SHOES, INC.**

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporation pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this corporation is: **SANDRA'S SHOES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

The general purpose of the business to be transacted by said corporation shall be and is as follows:

- a) To enter into, make and perform contracts of every kind and description

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TALLAHASSEE, FLORIDA

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with any person, firm, association, corporation, municipality, county, state and any political body.

- b) To establish and maintain offices for any and all operation at such places to be determined by the directors, wheresoever the same may be located.
- c) To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent convey, mortgage, or otherwise dispose of real estate and personal property.
- d) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with the firms, individuals, or corporations.

ARTICLE IV - CAPITAL STOCK

This corporation has authority to issue **ONE THOUSAND (1000)** shares of **\$1.00** par value, which shall be designated as "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS

Each Shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - PRINCIPAL LOCATION OF CORPORATION

The street address of the initial principal office of this corporation is: **4184 W. 12TH Avenue Hialeah, FL 33012.** The mailing address is: **3080 W. 2nd Avenue Hialeah, FL 33012.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have **Three** directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE.

The name and address of the initial director of this corporation are:

Sandra Ruiz	Director	3080 West 2nd Avenue Hialeah FL 33012
Mercedes Calzados	Director	2415 NW 162 Ter. Miami, Florida 33054
Thomas Ruiz	Director	3080 West 2nd Avenue Hialeah, FL 33012

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX – OFFICERS OF CORPORATION

The name and address of the person signing as officers of this corporation:

Sandra Ruiz	President/CEO
Thomas Ruiz	Vice President
Mercedes Calzada	Secretary

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1 of APRIL 2004.

S. Ruiz

Sandra Ruiz

President/CEO

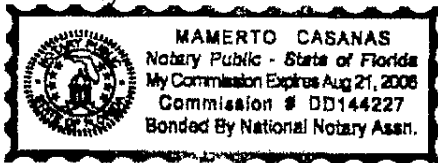
STATE OF FLORIDA }
COUNTY OF MIAMI DADE }

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and county named above to take acknowledgements, personally appeared Jorge Robles, to me known to be the persons described as the Incorporator in and Who executed and subscribed to the Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 1 day of April, 2004.

Mamerto Casanas

Notary Public



My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE


In compliance with section 607.034 of the Florida Statutes, the following is submitted:
SANDRA'S SHOES, INC.

Desiring to organize and be qualified under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named, **Thomas Ruiz. Located at 4184 W. 12th Avenue, Hialeah, FL. 33012, County of Miami-Dade, State of Florida,** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statues relative to the proper and complete performance of my duties.

Dated this 1 day of April, 2004



Resident and Registered Agent

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TALLAHASSEE, FLORIDA