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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

marrick international footwear group, inc.

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ARTICLES OF INCORPORATION

OF

MARRICK INTERNATIONAL FOOTWEAR GROUP, INC.

ARTICLE I

The name of this Corporation is:

Marrick International Footwear Group, Inc.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:
Mark B. Goldstein, Esquire, FBN 705276
Goldstein Lapayowker, LLP
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431
(561) 989-9955

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2105 Tuscany Way, Boynton Beach, Florida 33435.

ARTICLE IX

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

Marshall Kramer
2105 Tuscany Way
Boynton Beach, Florida 33435

Rick Markowitz
2105 Tuscany Way
Boynton Beach, Florida 33435

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

Mark B. Goldstein
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431

ARTICLE XI
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 17, 2006.

Marrick International Footwear Group, Inc.
a Florida corporation

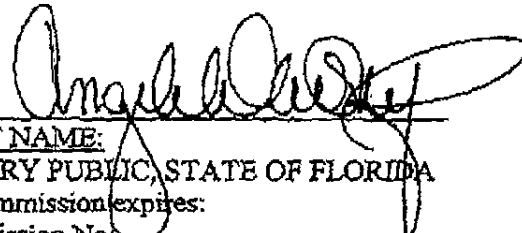
BY: 
Mark B. Goldstein, Incorporator

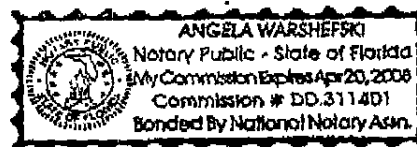
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this March 17, 2006, in the County and State aforesaid.


PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No. _____



Handwritten number: 11811

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT MARRICK INTERNATIONAL FOOTWEAR GROUP, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2105 TUSCANY WAY, BOYNTON BEACH, FLORIDA 33435 HAS NAMED MARK B. GOLDSTEIN AT 2700 N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

BY: [Signature]
Mark B. Goldstein, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BY: [Signature]
Mark B. Goldstein

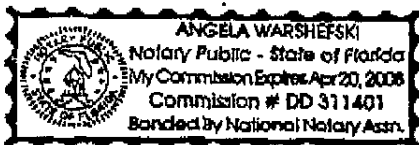
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STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

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PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
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