

8

4:21 PM

PUBLIC ACCESS SYSTEM

((H9000000185))

ELECTRONIC FILE COVER 8

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE OF

DEPARTMENT OF STATE

149 W

STATE OF FLORIDA

SUITE 2

49 EAST GULF STREET

MIAMI

FAX: (804) 522-4000

CONTACT: RAY ORMON

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H90000001185))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE SHOE EXPORT COMPANY

FAX AUDIT NUMBER: H90000001185

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1996

TIME REQUESTED: 10:21:46

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H90000001185))

** ENTER 'M' FOR MENU, **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:08:C

FILED
95 JAN 25 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signatures and initials.

RECEIVED
96 JAN 25 AM 8:19
DIVISION OF CORPORATIONS

FILED
96 JAN 25 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN-25-1996 11:50

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: THE SHOE EXPORT COMPANY
REF: W96000001879

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

I'VE TALKED TO THE CLIENT ABOUT THE NAME, AND HE IS SENDING YOU NEW REPLACEMENT PAGES WITH ANOTHER NAME. (THANKS!!!!!!)

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

1185
FAX Aud. #: H96000001186-
Letter Number: 296A00003273

JAN-25-1996 11:59

ARTICLES OF INCORPORATION
OF
THE SHOE EXPORT AND IMPORT COMPANY

ARTICLE I
NAME

The name of this Corporation shall be: The Shoe Export and Import Company.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 1,500 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence, beginning on its filing date.

ARTICLE VI
ADDRESS

The principal office of this corporation shall be located at 7508 N.W. 55th Street, Miami, Florida 33166 with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

Prepared by:
JOSE L. PELLEYA, Sec.
899 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

JOSE L. PELLEYA,
999 Ponce de Leon Blvd. #1040
Coral Gables, FL 33134
FI BAR NO. 175327 (305) 4419900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 JAN 25 PM 4:28

FILED

5

58110000096H

58110000096H

**ARTICLE VII
REGISTERED AGENT**

The initial registered office of this corporation shall be 7508 N.W. 55th Street, Miami, Florida 33166. The initial registered agent at such address shall be Andres R. Burguera.

**ARTICLE VIII
BOARD OF DIRECTORS**

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The names and addresses of the Members of the First Board of Directors and Officers of this Corporation who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death is:

Andres R. Murguera, Pres. Sec. & Dir.
7508 N.W. 55th Street
Miami, Florida 33166

**ARTICLE X
INCORPORATORS**

The name and address of the incorporator signing this Articles is:

Andres R. Murguera
7508 N.W. 55th Street
Miami, Florida 33166

**ARTICLE XI
BY LAWS**

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE XII
INDEMNIFICATION OF DIRECTORS**

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings of

581100000964

581100000964

58110000096H

whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 24 day of January, 1996.


Andres A. Burguera

58110000096H

JAN-25-1996 11:59

P.06

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

**IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED:**

**FIRST-That THE SHON EXPORT /AND IMPORT COMPANY desiring to organize or
qualify under the Laws of the State of Florida, with its principal
place of business at City of Miami, State of Florida, has named
ANDRES R. BURGUNA located at 7508 N.W. 55th Street, Miami, State
of Florida as its agent to accept service of process within
Florida.**

SUBSCRIBER

Dated:

1/24/96

**Having been named to accept service of process for the above
stated Corporation, at the place do. stated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.**

ANDRES R. BURGUNA

Dated:

1/24/96

**FILED
96 JAN 25 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

58110000096H

58110000096H