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April 4, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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407/09/96 01043-010
***122.50 ***122.50

Re: Oak Grove Footwear, Inc.

To Whom It May Concern:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$122.50 representing the following fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR - 2 AM 11: 39

If you have any questions, please do not hesitate to contact me.

Sincerely,
Marilyn Schappert, CLA
Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures
cc: Keith J. Kanouse, Esquire
Earl Shub

04/15/96

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**ARTICLES OF INCORPORATION
OF
OAK GROVE FOOTWEAR, INC.**

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DIVISION OF CORPORATIONS
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Article I

Name

The name of the corporation is Oak Grove Footwear, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

911 East Oakland Park Boulevard
Fort Lauderdale, FL 33334

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1 par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 353, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

Article VII

Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation are:

Denny Shub	911 East Oakland Park Boulevard, Fort Lauderdale, FL 33334
Barry Shuman	269 Grove Street, Newton, MA

Article VIII

Incorporator

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

Keith J. Kanouse
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 1996.



Keith J. Kanouse, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 96 APR -8 AM 11:39**

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Oak Grove Footwear, Inc.
2. The name and address of the registered agent and office is:

Keith J. Kanouse

Keith J. Kanouse, P.A.

Lake Wyman Plaza, Suite 353

2424 North Federal Highway

Boca Raton, FL 33431

SIGNATURE Keith J. Kanouse
 TITLE Incorporator
 DATE March 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Keith J. Kanouse
 DATE March 31, 1996