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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: S&E SHOE CORPORATION
AUDIT NUMBER.....H97000013280
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ARTICLES OF INCORPORATION

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S&E SHOE CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is:

S&E SHOE CORPORATION, a Florida Corporation

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
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9330
Florida Bar No. 705276

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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: 2255 GLADES ROAD, SUITE 236W, 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: 1952 NE 5TH AVENUE, BOCA RATON, FLORIDA 33431.

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 address of the initial Directors of this Corporation is:

ALVERO SIERRA
1952 NE 5TH AVENUE
BOCA RATON, FLORIDA 33431

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FLORIDA 33431

ARTICLE X.

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

MARK. B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
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.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of August, 1997.

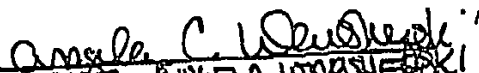
S&E SHOE CORPORATION, a Florida Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)
)ss:
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 13 day of August, 1997, in the County and State aforesaid.


PRINT NAME: ANGELA C. WARSHEFSKI
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



ANGELA CATHERINE WARSHEFSKI
My Commission CC320342
Expires Jan. 29, 2000

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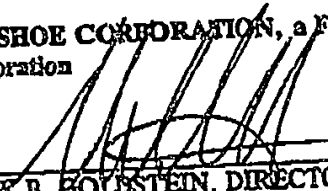
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

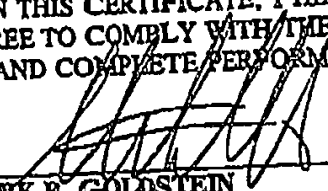
IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **S&E SHOE CORPORATION**, a Florida Corporation DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT: 1952 NE 5TH AVENUE, BOCA
RATON, FLORIDA 33431, HAS NAMED: **MARK B. GOLDSTEIN**, 2255 GLADES ROAD,
SUITE 236W, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

S&E SHOE CORPORATION, a Florida
Corporation

BY: 
MARK B. GOLDSTEIN, DIRECTOR

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: 
MARK B. GOLDSTEIN


Dated: 8/16/97

STATE OF FLORIDA }
COUNTY OF PALM BEACH } ss:

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.

WITNESS my hand and official seal, this 13 day of August, 1997, in the County and

State aforesaid.


PRINTNAME: **ANGELA CATHERINE WARSHEFOK**
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____



ANGELA CATHERINE WARSHEFOK
My Commission GC528542
Expires Jan. 29, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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