

P98000009832

January 23, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
RE: CAPITOL ^{Footwear} IMPORTS, INC.

700002415917--3
-01/29/98-01059-001
****122.50 ****122.50

Dear Sirs:

Enclosed are the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$122.50. If you need any additional information please call Bob Mahoney at 954-421-8369.

Please return to:

Robert F. Mahoney, P.A.
757 N.W. 41st Terrace
Deerfield Beach, Florida, 33442

Cordially,

Terrance W. Becker
President



98 JAN 29 PM 3:37
F.M.B.D.
TALLAHASSEE, FLORIDA

Bob Mahoney GAVE
AUTHORIZATION BY PHONE TO
CORRECT change corp name to: CAPITOL
DATE 1-30-98
DOC. EXAM BD

Footwear Imports, Inc.

ARTICLES OF INCORPORATION
OF
CAPITOL FOOTWEAR IMPORTS, INC.

FILED
98 JAN 29 PM 3:37
SOUTH FLORIDA
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida under the following Articles of Incorporation.

ARTICLE I

The name of the organization shall be known as Capitol Footwear Imports, Inc.

ARTICLE II

The principal place of business shall be situated at P.O. Box 770697, Coral Springs, FL 33077, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage and real estate so owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to enlarge, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation;

To buy, purchase, exchange, hire, lease, sell, convey, encumber and otherwise deal in real estate and property, either improved or unimproved, and any rights or interest therein, and to hold, own control, manage and develop the same.

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Capitol Footwear Imports, Inc.

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To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, and in particular lands, leaseholds, shares of stock, mortgages, bonds and other securities.

To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber lands, buildings, real property, chattels, real or other property of the company, real or personal;

To purchase, acquire, hold sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore, its own stock, bonds and other obligations;

To operate, conduct and maintain any and all types of business as may be lawfully carried on in the State of Florida, other states and foreign countries, and to do all things necessary and proper to the conduct of any such business so operated, conducted, not inconsistent with the laws of the State of Florida;

To do everything necessary, suitable and proper for the accomplishment of any of the purposes and the attainment of any of the objects and furtherance of any of the powers hereinabove set forth, whether alone or in association with other corporations, firms, individuals, or as principal, or agent, and to do every and all acts and things, incidental to, appurtenant to, or growing out of or connected with the aforesaid purposes, object and powers, or any part thereof, not inconsistent with the laws of the State of Florida.

ARTICLE IV

The total authorized capital stock of the corporation shall be 1,000 shares of common stock at a par value of \$1.00 per share, fully paid and nonassessable, payable in cash, property, labor and services at a just value.

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ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the corporation shall be P.O. Box 770697, Coral Springs, FL 33077.

ARTICLE VII

The business of the corporation will be conducted by a board of not less than one director nor more than nine directors as may be determined by the By-Laws, and the absence of such determination may be determined by the By-Laws, and the absence of such determination shall consist of one director.

ARTICLE VIII

The names and street addresses of the first board of directors, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Terrance W. Becker
President
909 Harbor Inn Drive, Bldg. #9
Coral Springs, FL 33071

Hetty Kim Biederman
Vice President
8905 Heatherwood Court
Potomac, MD 20854

Richard M. Biederman
Secretary/Treasurer
8905 Heatherwood Court
Potomac, MD 20854

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ARTICLE IX

The names and addresses of the Board of Directors constituting the initial Board of Directors and the number of shares of stock which each agree to take are as follows:

Name and address	No. of shares	Value
Terrance W. Becker 909 Harbor Inn Drive, Bldg. #9 Coral Springs, FL 33071	50	\$50.00
Hetty Kim Biederman 8905 Heatherwood Court Potomac, MD 20854	50	\$50.00
Richard M. Biederman 8905 Heatherwood Court Potomac, MD 20854	50	\$50.00

ARTICLE X

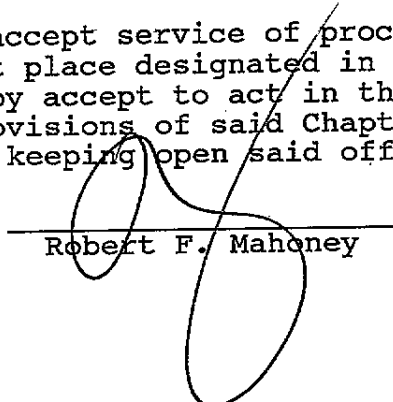
This corporation has named Robert F. Mahoney, as its agent to accept service of process within this state.

ARTICLE XI

The street address of the corporation's initial registered office is: 757 NW 41st Terrace, Deerfield Beach, FL 33442, and the name of the corporation's Registered Agent at the above address is Robert F. Mahoney.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.



Robert F. Mahoney

ARTICLES OF INCORPORATION

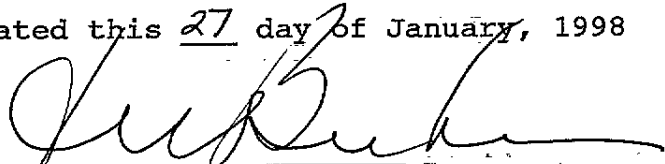
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ARTICLE XII

The name and address of each incorporator is:

- o Terrance W. Becker
909 Harbor Inn Drive, Bldg. #9
Coral Springs, FL 33071

Dated this 27 day of January, 1998



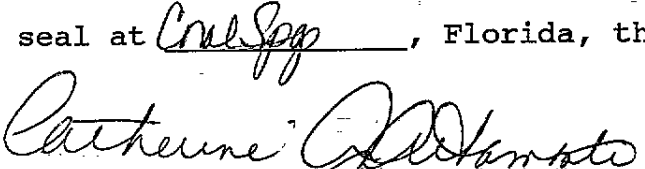
Terrance W. Becker
President and Incorporator

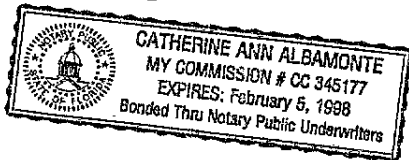
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me, this 27 of January, 1998, by Terrance W. Becker, President, of Capitol Footwear Imports, Inc. a Florida Corporation. He is personally known to me or has produced file B260819404500 as identification and did/did not take an oath.

WITNESS my hand and official seal at Coral Spgs, Florida, this 27th day of Jan, 1998.


Notary Public, State of Florida
My Commission Expires: 4/5/98



FILED
98 JAN 29 PM 3:37
TALLAHASSEE, FLORIDA