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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SHOES & YOU, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 26, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: SHOES & YOU, INC.
REF: W98000024165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE CERTIFICATE OF DESIGNATION IS NOT VERY LEGIBLE. IT IS DIFFICULT TO READ THE CORPORATION NAME AND THE NAME AND ADDRESS OF THE REGISTERED AGENT.

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Tracy Augsburger
Document Specialist

ARTICLES OF INCORPORATION
OF

SHOES & YOU, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: SHOES & YOU, INC.

The principal place of business of this corporation shall be: 11430 N. Kendall drive, Suite 225 Miami, Fl 33176

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Mr. Michael Hanna-President, Treasurer
9330 S.W. 136th Street
Miami, Fl 33176

Mrs. Monica Hanna-Secretary
9330 S.W. 136th Street
Miami, Fl 33176

Prepared by: Carlos E. Garcia
11430 N. Kendall Dr., Suite 225
Miami, Fl 33176 (305) 279-7201

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are);

Mr. Carlos E. Garcia CPA
11430 N. Kendall Drive Suite 225
Miami, FL 33176.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 21st day of October, 1998.

Signatures of incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent; in the State of Florida.

1. The name of the corporation: _____

_____ SHOES & YOU, INC. _____

2. The name and address of the registered agent and office is: _____

_____ Carlos E. Garcia CPA 11430 N. Kendall Drive, Suite 225 _____
_____ (P.O. BOX NOT ACCEPTABLE) _____

_____ Miami, FL 33176 _____
_____ (CITY/STATE/ZIP) _____

SIGNATURE _____
TITLE incorporator
DATE 10-23-98

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 607.325, FLORIDA STATUTES.

SIGNATURE _____
DATE 10-22-98

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