

P 98000100336

Florida Department of State
Division of Corporations
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Sandra B. Morham, Secretary of State

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To: Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

SOLE II SOLE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1998

EMPIRE

SUBJECT: SOLE II SOLE, INC.
REF: W98000026854

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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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS SOUL TO SOUL, INC., DOC. NUMBER P97000027952

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Michelle Milligan
Document Specialist

FAX Aud. #: E98000022364
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Fax Audit No. H98-_____

-H98000022364
ARTICLES OF INCORPORATION
OF
SOLE II SOLE SHOES, INC.

EFFECTIVE DATE
11-30-98

ARTICLE I -- NAME

The name of this corporation is SOLE II SOLE SHOES, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

270 Miracle Mile
Coral Gables, Florida 33134.

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

270 Miracle Mile
Coral Gables, Florida 33134;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Barbara Santos

270 Miracle Mile
Coral Gables, Florida 33134.

This instrument prepared by:
Ronald R. Fieldstone, Esquire
Florida Bar No. 180299
Fieldstone Lester Shear & Denberg
2100 First Union Financial Center
Miami, Florida 33131
Telephone: 305-982-1555

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ARTICLE VI - COMMENCEMENT

This corporation shall commence as of 12:01 A.M., November 30, 1998.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Barbara Santos

270 Miracle Mile
Coral Gables, Florida 33134.

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

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Fax Audit No. H98-_____

H98000022364

Fax Audit No. H98- _____

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 30th of November 1998.


 Barbara Santos, Incorporator and Registered Agent

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