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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
KATHERINE HARRIS

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FLORIDA PROFIT CORPORATION OR P.A.

NESS SHOES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$79.75

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ARTICLES OF INCORPORATION

OF

NESS SHOES, INC.

Article I - Name

The name of the corporation is: Ness Shoes, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$ 1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Nissim Sabag
2255 NW 20 Street
Miami, FL 33142

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Nissim Sabag
215 Atlantic Isle
North Miami Beach, FL 33160

S.K. Peterson
Siler & Yaffe CPA
2419 Hollywood Blvd.
Hollywood, FL 33020

(954) 920-9450

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Article VII - Incorporator

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

Nissim Sabag
215 Atlantic Isle
North Miami Beach, FL 33160

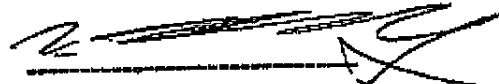
Article VIII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article IX - 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 subscriber has executed these articles of incorporation on this 3rd day of June, 1999.



Nissim Sabag

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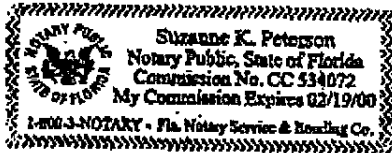
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STATE OF: FLORIDA }
COUNTY OF: BROWARD }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County met forth above personally appeared Nissim Sabag, known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 3rd day of June, 1999.

My Commission Expires:



Suzanne K. Peterson
Notary Public
State of Florida at Large

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

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted:

First-That NESS SHOES, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at the city of MIAMI County of DADE State of FLORIDA, has named NISSIM SABAG located at 2255 NW 20TH STREET, MIAMI, FL 33142 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


NISSIM SABAG

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