

P96000019065

LAW OFFICE
SCHATZMAN & SHUPACK, P.A.

INTERNATIONAL PLAZA
SUITE 2250
100 SOUTHEAST SECOND STREET
MIAMI, FLA. 33131-2125

ARNOLD D. SCHATZMAN
ROBERT A. SHUPACK
MITCHELL J. OLIN

DAIDB: (305) 579-2004
FAX: (305) 577-4215

February 15, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001719281
-02/20/96--01079--014
*****122.50 *****122.50

RE: Articles of Incorporation of K.A.J., Inc.

EFFECTIVE DATE
2-15-96

Dear Sir(s):

Please find enclosed the Articles of Incorporation for the above named corporation.


I have enclosed a check in the amount of \$122.50 to process same and for return of a certified copy.

Thank you.

Sincerely,

SCHATZMAN & SHUPACK,

By:


ROBERT A. SHUPACK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB 19 AM 10:44

FILED

RAS:dh
Encls.

cc: Steven Lampf, Esq. (w/encl.)

FEB 23 1996 BSB

W95-4117

502

MAR 1 1996 BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1996

SCHATZMAN & SHUPACK, P.A.
100 SOUTHEAST SECOND STREET
SUITE 2250
MIAMI, FL 33131-2125

SUBJECT: K.A.J., INC.
Ref. Number: W96000004117

We have received your document for K.A.J., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00007982

ARTICLES OF INCORPORATION
OF
K.J.A., INC.

FILED
96 FEB 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby incorporate under the laws of the State of Florida, by and under the provisions of Chapter 607, of the Florida Statutes, as amended, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

EFFECTIVE DATE
2-15-96

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be:

K.J.A., INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereafter mentioned, as fully and to the effect and extent as natural persons might or could do, viz:

A. To engage in any and every business for profit in and outside the State of Florida and all its political subdivisions and in every jurisdiction throughout the world unless prohibited by law.

B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property anywhere in the world.

C. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, construct, erect, build, equip, repair, improve and otherwise deal in, manage and dispose of real estate and real property or any interests or rights therein without limits as to amounts; to buy, sell, convey for cash, credit or partially in both, incur or cancel liens, mortgages or other encumbrances upon personal property and real estate of every kind and nature whatsoever; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

D. To invest the corporate assets for the benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal Revenue Code (1986) as amended.

E. To conduct its business at multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property in the State of Florida, as well as in the District of Columbia, and all other states, territories, possessions and dependencies of the United States and all other countries or places whatsoever throughout the world.

F. To contract debts and borrow money.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire, or to dispose of, the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and, while the owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

H. The corporation, subject to any limitations provided in any statute of this State or in this Certificate of Incorporation, shall have the power, in furtherance of its corporate purposes to be a partner, member, or associate of other business enterprises or ventures.

ARTICLE III.

CAPITAL STOCK

The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of One Hundred (100) shares of common stock of a par value of Five Dollars (\$5.00) per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, and/or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and No/100 (\$500.00)

Dollars.

ARTICLE V.

TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATION

The corporation shall have perpetual existence, commencing and adopted on February 15, 1996.

ARTICLE VI.

PRINCIPAL OFFICE AND RESIDENT AGENT

The initial post office address of the principal office of this corporation in the State of Florida shall be c/o Schatzman & Shupack, P.A., 100 S.E. 2nd Street, Suite 2250, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Resident Agent shall be ROBERT SHUPACK, 100 S.E. 2nd Street, Suite 2250, Miami, Florida 33131.

ARTICLE VII.

BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.

B. The corporation shall not have less than one (1) director. The number of directors may be increased or thereafter diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1) nor more than three (3).

C. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be

held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

ARTICLE VIII.

STOCKHOLDERS MEETINGS

A. The annual meeting of the stockholders of the corporation shall be held on the first business day in February of each and every year at 1:00 o'clock in the afternoon.

B. All annual meetings shall be held at the principal office of the corporation unless the Board of Directors shall notify the stockholders to the contrary thirty (30) days prior to any forthcoming annual meeting.

ARTICLE IX.

BY-LAWS

This corporation's Board of Directors are specifically authorized from time to time to adopt by-laws or other documents not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE X.

INITIAL DIRECTORS

The name and street addresses of the initial member of the first Board of Directors is as follows:

Robert Shupack
100 S.E. 2nd Street
Suite 2250
Miami, Florida 33131

ARTICLE XI.

SUBSCRIBERS

The name and street address of the initial subscriber to these Articles of Incorporation, the number of shares which he agrees to take, and the aggregate value of said consideration being not less than Five Hundred (\$500.00) Dollars is as follows:

<u>Name and address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Robert Shupack	100	\$500.00

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII.

MANAGEMENT

Upon election of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles is otherwise provided. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether

said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XIV.

LIMITED LIABILITY

The private property of the stockholders, officers, directors and employees shall not be subject to the payment of the obligations of the corporation to any extent except upon a guarantee properly executed according to law.

ARTICLE XV.

RESTRICTIVE STOCK AGREEMENT

The corporation reserves the right to enter into a Restrictive Stock Agreement with the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixes his seal on this 27th day of February, 1996.



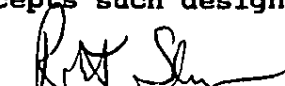
ROBERT SHUPACK

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:

K.J.A., INC.

to accept service of process, hereby accepts such designation.



ROBERT SHUPACK

STATE OF FLORIDA)) SS:
COUNTY OF DADE)

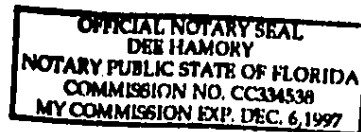
BEFORE ME, a Notary Public, in and for the State of Florida at Large, personally appeared ROBERT SHUPACK, to me personally known or who has produced _____ as identification and known to me to be the person who signed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at Miami, in the County of Dade and State of Florida this 27th day of February, A.D. 1996.

Dee Hamory
NOTARY PUBLIC, State of
Florida at Large

Dee Hamory
Print Name

My commission expires:



5/30/96
P96000019065

Kindly send CONFIRMATION OF NAME
CHANGE TO:

2100 W. ATLANTIC AVE
DELMY BEACH
FLORIDA 33445

100001849611
-06/04/96--01067--008
*****35.00 *****35.00

Thank you.
Monte Rosh.

MR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 3:52

JUN 1 1 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
K. J. A., INC.

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 3:52

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST

Article I is amended to read as follows: The name of the corporation shall be **SHOE CLEARANCE CENTER, INC.**

SECOND

The date of the amendment's adoption is **May 20TH, 1996**

THIRD

The amendments were approved by the shareholders and directors. The number of votes cast for the amendments were sufficient for approval.

SIGNED THIS 20TH DAY OF MAY, 1996



MONTE RASKIN

PRESIDENT/SECRETARY