

L O O O O O O O O O 19
Parrish, White, Lawhon & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
JOHN P. WHITE

ANTHONY M. LAWHON
MICHAEL G. MOORE
FLOYD S. YARNELL

December 24, 1999

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/28/99--01059--009
****125.00 ****125.00

Re: *New Filing:* Kaplow Shoe Imports, L.L.C.

Dear Sir or Madam:

Enclosed for filing are the following items with respect to the above-referenced entity:

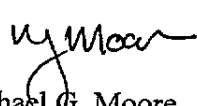
1. Original and one (1) copy of Articles of Organization;
2. Certificate of Designation of Registered Agent; and
3. Check in the amount of \$125.00.

If additional information or documentation is necessary, please let me know. Otherwise, please return confirmation of filing, and direct any correspondence and/or inquiries to:

Parrish, White, Lawhon & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE


Michael G. Moore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

KAPLOW SHOE IMPORTS, L.C.

The undersigned, pursuant to section 608.407, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

ARTICLE I – Name

The name of the Limited Liability Company is **KAPLOW SHOE IMPORTS, L.C.**

ARTICLE II – Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III – Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Golden Bay, Inc., 1080 Industrial Blvd., Naples, Florida 34105.

ARTICLE IV – Management

The Limited Liability Company is to be managed by the Members. The names and addresses of the managing members are as follows:

Scott Gidlow
c/o Golden Bay, Inc.
1080 Industrial Blvd.
Naples, Florida 34105

Mike Kaplan
c/o Notco, Inc.
6818 Vineland Avenue
North Hollywood, CA 90028

ARTICLE V

The initial street address in Florida of the initial registered office of the Limited Liability Company is: Parrish, White, Lawhon & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

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ARTICLE VI – Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VII – Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this 21 day of December, 1999.



Michael G. Moore,
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Registered Agent/Registered Office

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned Limited Liability Company, 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.

One: The name of the Limited Liability Company is: KAPLOW SHOE IMPORTS, L.C.

C/o Golden Bay, Inc.
1080 Industrial Blvd.
Naples, Florida 34105

Two: The name and address of the Registered Agent is:

Michael G. Moore
c/o Parrish & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Executed this 21 day of December, 1999.

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TALLAHASSEE, FLORIDA

Michael G. Moore
Michael G. Moore, Authorized Agent
For Managing Members

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Michael G. Moore
Michael G. Moore

12/21/99
Date