Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : BERGER DAVIS & SINGERMAN

Account Number : I19990000048 Phone : (954)525-9900 Fax Number : (954)523-2872 SECHERALY OF STATE

LIMITED LIABILITY COMPANY

The Dyeable Shoe Store #2 LLC

| Certificate of Status | 0 |
|-----------------------|----------|
| Certified Copy | 0 |
| Page Count | 92 |
| Estimated Charge | \$125,00 |

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SHORETAKY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H00000033008 4

ARTICLES OF ORGANIZATION OF THE DYEABLE SHOE STORE #2 LLC A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is THE DYEABLE SHOE STORE #2 LLC.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Company is 8843 SW 132nd Street, Miami, Florida 33176.

ARTICLE III

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is James L. Berger, Esq., at Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301.

ARTICLE IV

MANAGEMENT

The Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V MEMBERSHIP UNITS

The Company is authorized to issue One Hundred (100) Membership Units.

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TALLAHASSEE, FLORIDA

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In accordance with Section 608.408(3), Floridz Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: June 20, 2000

THE DYEABLE SHOE STORE, LLC,

Member

RICHARD M-ANDERSON

Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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 as provided for in Chapter 608. Florida Statutes.

Dated: June 20, 2000

JAMES L. BERGER Initial Registered Agent

