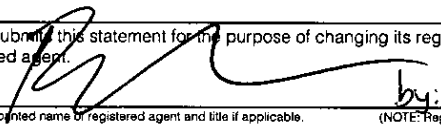
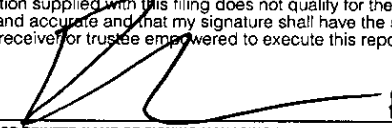


2004 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
Apr 30, 2004 8:00 am
Secretary of State

04-30-2004 90083 018 ****50.00

DOCUMENT # L00000012314 1. Entity Name SHOEXPRESS INTERNATIONAL, LLC																											
Principal Place of Business 601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131		Mailing Address 601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131																									
2. Principal Place of Business 1441 Brickell Ave Suite, Apt. #, etc. Suite 1014 City & State Miami, FL Zip 33131		3. Mailing Address 1441 Brickell Ave. Suite, Apt. #, etc. Suite 1014 City & State Miami, FL Zip 33131																									
4. FEI Number 46-2060811		Applied For ☐ Not Applicable																									
5. Certificate of Status Desired ☐		\$5.00 Additional Fee Required																									
6. Name and Address of Current Registered Agent ALLEN, GALEGO 601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131		7. Name and Address of New Registered Agent Name Robert Allen Law Street Address (P.O. Box Number is Not Acceptable) 1441 Brickell Ave. Suite 1014 City Miami FL Zip Code 33131																									
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE  by: Robert N. Allen Law PRESIDENT 4-29-04 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE																											
Filing Fee is \$50.00 Due by May 1, 2004		Make check payable to Florida Department of State																									
9. MANAGING MEMBERS / MANAGERS <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;">TITLE</td> <td style="width:40%;">NAME</td> <td style="width:10%;">MGR</td> <td style="width:10%; text-align: center;">☒ Delete</td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="3">JAVIER MARTINEZ RIVA</td> </tr> <tr> <td>CITY - ST - ZIP</td> <td colspan="3">601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131</td> </tr> </table>		TITLE	NAME	MGR	☒ Delete	STREET ADDRESS	JAVIER MARTINEZ RIVA			CITY - ST - ZIP	601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131			10. ADDITIONS / CHANGES <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;">TITLE</td> <td style="width:40%;">NAME</td> <td style="width:10%;">MGR</td> <td style="width:10%; text-align: center;">☒ Change ☐ Addition</td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="3">JAVIER MARTINEZ RIVA</td> </tr> <tr> <td>CITY - ST - ZIP</td> <td colspan="3">1441 BRICKELL AVE, SUITE 1014 MIAMI, FL</td> </tr> </table>		TITLE	NAME	MGR	☒ Change ☐ Addition	STREET ADDRESS	JAVIER MARTINEZ RIVA			CITY - ST - ZIP	1441 BRICKELL AVE, SUITE 1014 MIAMI, FL		
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11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.																											
SIGNATURE:  Robert N. Allen Jr. 4-29-04 (305) 372 3300 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #																											

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04292004 Chg-LLC CR2E083 (10/03)