

L060000 70809

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(City/State/Zip/Phone #)

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2006 JUL 17 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06 JUL 17 PM 3:28
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 07/17/2006

REF. #: 000631.54978

CORP. NAME: UPPER ECHELON SHOES LLC

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 517796 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

UPPER ECHELON SHOES LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address.

1515 N. Federal Highway

1515 N. Federal Highway

Suite 206

Suite 206

Boca Raton, FL 33432

Boca Raton, FL 33432

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

NRAI Services, Inc.

Name

2731 Executive Park Drive, Suite 4

Florida street address (P.O. Box NOT acceptable)

Weston

FLORIDA 33331

City, State, and Zip

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..

NRAI Services, Inc.

By: Geraldine Miranda

Registered Agent's Signature

Geraldine Miranda - Asst. Secretary

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Robert B. Campbell

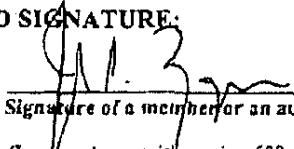
1515 N. Federal Highway- Suite 206

Boca Raton, FL 33432

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

John P. Zampino - Authorized Representative

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)