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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 NOV 17 AM 11:04

TO: Registration Section
Division of Corporations

SUBJECT: Phil's Shoes, LLC

The enclosed Articles of Organization and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID WOLF, ESQ
Wood, Atter & Associates, P.A.
333-1 East Monroe Street
Jacksonville, Florida 32202

For further information concerning this matter, please call:

DAVID WOLF, ESQ at (904) 355-8888

Enclosed is a check for the following amount: \$125.00 Filing Fee

Street Address:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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**ARTICLES OF ORGANIZATION
OF
PHIL'S SHOES, LLC**

ARTICLE I - NAME

The name of the limited liability company is PHIL'S SHOES, LLC, ("company").

ARTICLE II - ADDRESS

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

Principal Office Address:

5320 PEARL STREET
JACKSONVILLE, FLORIDA 32208

Mailing Address:

5320 PEARL STREET
JACKSONVILLE, FLORIDA 32208

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

DAVID WOLF, ESQ
333-1 EAST MONROE STREET
JACKSONVILLE, FLORIDA 32202

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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, F.S..



DAVID WOLF, ESQ

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

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

Title:

"MGR" = Manager

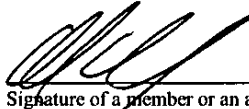
"MGMR" = Managing Member

Name and Address:

MGMR

MARK LEWIS
5320 PEARL STREET.
JACKSONVILLE, FLORIDA 32208

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.)

DAVID WOLF

Typed or printed name of signee

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