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**EXAMINER**



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TALLAHASSEE, FLORIDA

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JAN 25 2011

**EXAMINER**

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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : I20000000195

REFERENCE : 653268 7108498

AUTHORIZATION :

*Susie Knight*

COST LIMIT : \$ 155.00

ORDER DATE : January 25, 2011

ORDER TIME : 11:02 AM

ORDER NO. : 653268-005

CUSTOMER NO: 7108498

DOMESTIC FILING

NAME: THE WELLMAN SHOE GROUP, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX \_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION

FOR

THE WELLMAN SHOE GROUP, LLC

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DIVISION OF CORPORATIONS  
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The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608), hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "THE WELLMAN SHOE GROUP, LLC" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:  
  
6043 N. W. 167<sup>th</sup> STREET  
SUITE A18  
HIALEAH, FL 33015
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

REGINA WELLMAN

The address of its registered office is:

6043 N. W. 167<sup>th</sup> STREET  
SUITE A18  
HIALEAH, FL 33015

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional

capital contribution will ever be required at the request of non-member third parties.

8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.

9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The names and mailing addresses of the initial Managers of the Company are:

Regina Wellman  
6043 N. W. 167<sup>th</sup> STREET  
SUITE A18  
HIALEAH, FL 33015

11. **Initial Members.** The names and addresses of the initial single members of the Company are as follows:

The W Retail Group, LLC  
c/o ATC Trustees (Bahamas) Limited  
Providence House,  
Ground Floor, East Wing,  
East Hill Street,  
Nassau, Bahamas

Dated this 10<sup>th</sup> day of January, 2011.

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REGINA WELLMAN

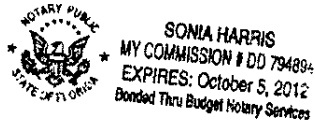
As Authorized Signor  
For the Single Member

State of Florida                    )  
  ) ss  
County of Miami-Dade            )

The foregoing Articles of Organization were acknowledged before me this 10<sup>th</sup> day of January, 2011, by REGINA WELLMAN, as the single member, who is personally known to me.

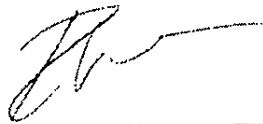


Notary Public  
Name of Notary: SONIA HARRIS  
My Commission expires: \_\_\_\_\_



**Consent to Appointment 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 these Articles, 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.



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/ REGINA WELLMAN  
as Registered Agent

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