

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0193 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

L950000000403

ACCOUNT NO. : 072100000032

REFERENCE : 604519 86901D

AUTHORIZATION :

COST LIMIT : \$ 250.00

Patricia Pyzik

ORDER DATE : May 24, 1995

ORDER TIME : 12:26 PM

ORDER NO. : 604519

SHOULD BE 4519-1995

CUSTOMER NO: 86901D

CUSTOMER: Mr. Gerry Morando
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: SOUTH FLORIDA FOOTWEAR, L.C.

XXX ARTICLES OF ORGANIZATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

MAY 25 1995

BSB

RECEIVED
MAY 24 PM 1995
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FLORIDA
FILED
MAY 24 AM 9:04

ARTICLES OF ORGANIZATION
FOR
SOUTH FLORIDA FOOTWEAR, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

FILED
95 MAY 24 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME: The name of the Limited Liability Company is:
South Florida Footwear, L.C.

ARTICLE II - ADDRESS: The mailing address and street address of the
principal office of the Limited Liability Company is:

3000 McFarlane Road
Coconut Grove, Florida 33133

ARTICLE III - DURATION: The period of duration for the Limited
Liability Company shall be: until March 21, 2020.

ARTICLE IV - MANAGEMENT: The Limited Liability Company is to be
managed by the Members and the names and addresses of the managing
members are:

M&R Int'l Corp.
3407 Main Highway
Coconut Grove, Florida 33133


What's What Retail Holdings, Inc.
c/o What's What, Inc.
201 Meadow Road
Edison, New Jersey 08817

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS: The right, if given,
of the remaining members to admit additional members and the terms
and conditions of the admissions shall be: upon unanimous consent
of all members or upon the purchase of a Membership Interest in
accordance with the Agreement Regulating the Management and
Operation of the Limited Liability Company.

ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS: The right, if
given, of the remaining members of the Limited Liability Company to
continue the business on the death, retirement, resignation,
expulsion, bankruptcy, or dissolution of a member or the occurrence
of any other event which terminates the continued membership of a
member in a Limited Liability Company shall be: in the event of the
withdrawal, resignation, expulsion, bankruptcy or dissolution of a
member or the occurrence of any other event which terminates the
continued membership of a member, the Limited Liability Company
must dissolve and wind up its business and affairs in accordance
with the Agreement Regulating the Management and Operation of the

Limited Liability Company. Except in this regard the remaining members of the Limited Liability Company may not continue the business of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization as of this 19th day of MAY, 1995.


Amir Almir, Authorized Representative of
M&R Int'l Corp., a Member of the Limited
Liability Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of M&R Int'l Corp, a Member of South Florida Footwear, L.C. deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the Members is \$120,000.
3. The agreed value of property other than cash contributed by the Members is \$100,000. The description of the property is the lease agreement covering the retail store at the premises more commonly known as 3000 McFarlane Road, Coconut Grove, Florida 33133.
4. The total amount of cash and property anticipated to be contributed by Members is \$220,000. This total includes amounts from 2 and 3 above.


Amir Almir, Authorized Representative
of M&R Int'l Corp., a Member of
South Florida Footwear, L.C.

(In accordance with Section 608.403(3), Florida Statutes the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

South Florida Footwear, L.C.
2. The name and address of the Registered Agent and Office is:

M&R Int'l Corp.
3000 McFarlane Road
Coconut Grove, Florida 33133

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, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as Registered Agent.

M&R Int'l Corp.

By: 


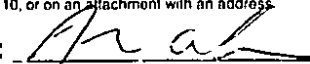
Name: Amir Almir

Title: President

Dated this 19TH day of MAY, 1995

FILED
65 MAY 24 AM 9:04
SECRETARY OF STATE
TAMPA FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Morris Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company SOUTH FLORIDA FOOTWEAR, L.C. 30000 MCFARLANE RD COCONUT GROVE FL 33133		DOCUMENT # L95000000403	
1a. Principal Place of Business Address 30000 MCFARLANE RD COCONUT GROVE FL 33133		1b. Principal Place of Business Address 30000 MCFARLANE RD COCONUT GROVE FL 33133	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip	
3. Date Organized or Qualified 05/24/1995		3a. State of Formation FL	
4. FET Number 65-0558626		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> No Additional Fee Required	
7. Name and Address of Current Registered Agent M&R INTERNATIONAL CO, RP 3000 MCFARLANE RD COCONUT GROVE FL 33133		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepts Appointment) (If 311) (Registered Agent signature required when reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	M&R INTERNATIONAL C,	30000 MCFARLANE RD	COCONUT GROVE FL
MGRM	WHAT'S WHAT RETAIL HOL	201 MEADOW RD	EDISON NJ
400001834794 -05/22/96--01073--008 ****238.75 ****238.75			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual 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, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		AMIR ALNIR 4-28-96 35-478-1222	
(Signature and Printed Name of Officer, Manager, or Authorized Agent)			



THE UNITED STATES
CORPORATION
COMPANY

L95000000403

ACCOUNT NO. : 072100000032

REFERENCE : 443272 7113640

AUTHORIZATION :

COST LIMIT : \$ 52.50

ORDER DATE : June 26, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 443272-005

CUSTOMER NO: 7113640

100002224911--3

CUSTOMER: Mr. Paul Vincenti
Aerosoles
201 Meadow Road

Edison, NJ 08817

DOMESTIC FILINGS

NAME: SOUTH FLORIDA FOOTWEAR, L.C.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

6/30/97
Don
Don
Don
W.P. V. 1/97

FILED
97 JUN 27 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 27 PM 12:15
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
FOR
SOUTH FLORIDA FOOTWEAR, L.C.

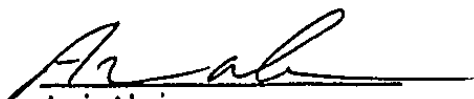
FILED
97 JUN 27 11:03:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is South Florida Footwear, L.C.
2. The effective date of the limited liability company's dissolution is September 30th, 1997.
3. Pursuant to Section 608.441, Florida Statutes, the limited liability company is being dissolved by the unanimous written agreement of all members.
4. All debts and obligations and liabilities of the limited liability company have been paid or discharged.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.

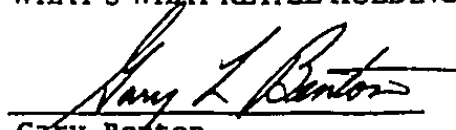
Signatures of all members:

M&R INT'L CORP

WHAT'S WHAT RETAIL HOLDINGS, INC.



Amir Almir
President



Gary Benton
President