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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2006

LESLI SNOWDEN
9330 W AIRPORT STE 190
HOUSTON, TX 77031

SUBJECT: BERNARDO FOOTWEAR, LLC
Ref. Number: W06000041319

We have received your document for BERNARDO FOOTWEAR, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the usual business addresses of its managing members or managers.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 706A00056309

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BERNARDO FOOTWEAR, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lesli Snowden
(Name of Person)

BERNARDO FOOTWEAR, LLC
(Firm/Company)

9330 W. AIRPORT Ste 190
(Address)

Houston, TEXAS 77031
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Lesli Snowden at (281) 988-0977
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BERNARDO FOOTWEAR, LLC (Name of Foreign Limited Liability Company)

2. HARRIS COUNTY TEXAS (Jurisdiction under the law of which foreign limited liability company is organized) 3. (FEI number, if applicable)

4. 10/9/2001 (Date of Organization) 5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")

6. 10/2001 (Date first transacted business in Florida, if prior to registration. (See sections 608.501 & 608.502 F.S. to determine penalty liability))

7. 9330 W. AIRPORT Rd Ste 190 Houston, TEXAS 77031 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here []

9. (The name and usual business addresses of the managing members or managers are as follows:)

- Roy R. Smith III - 9330 W. AIRPORT Ste 190, Houston Tx 77031
Jill Smith - 9330 W. AIRPORT Ste 190, Houston, TX 77031
Cynthia Smith - 9330 W. AIRPORT Ste 190, Houston, TX 77031

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Shoe and Accessory Sales

Lesli Snowden
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lesli SNOWDEN
Typed or printed name of signee

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ALLAH (SEE FLORIDA)

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BERNARDO FOOTWEAR, LLC

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

Tim Hubbard

(Name)

13700 N. Sutton Park dr. NO. 1118

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Jacksonville, FL 32224

City/State/Zip

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SECRETARY OF STATE

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.



(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Assistant Secretary of State

Office of the Secretary of State

CERTIFICATE OF ORGANIZATION OF

Bernardo Footwear, LLC
Filing Number: 800017974

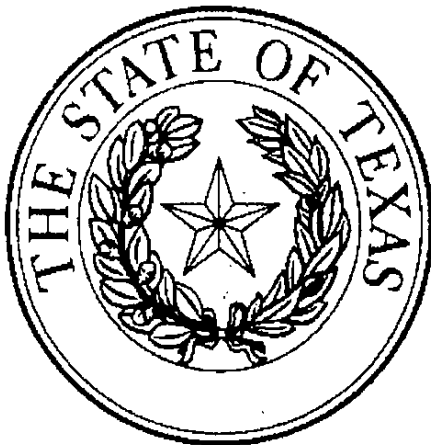
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Organization for the above named company have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/09/2001

Effective: 10/09/2001



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State