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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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00 MAY -2 AM 8:40
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SHOES PLUS INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

SHOES PLUS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SHOES PLUS INC.

The principal place of business of this corporation shall be:
3202 W. Commercial Blvd., Ft. Lauderdale FL 33309

STATE OF FLORIDA
COUNTY OF DADE

00 MAY -2 AM 8:40

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 500 @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

LOUIS H.W. CARROLL, PRESIDENT
3202 W. Commercial Blvd.,
Ft. Lauderdale, FL 33309

CLAUDIA I. CARROLL, VICE-PRESIDENT
3202 W. Commercial Blvd.,
Ft. Lauderdale FL 33309

ARTICLE VI INCORPORATOR(S)

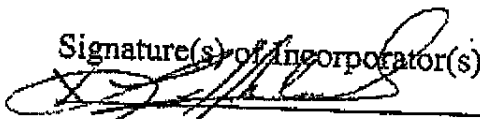
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

LOUIS H.W. CARROLL
3202 W. Commercial Blvd.,
Ft. Lauderdale FL 33309

CLAUDIA I. CARROLL
3202 W. Commercial Blvd.,
Ft. Lauderdale FL 33309

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2 day of May, 2000.

Signature(s) of Incorporator(s)


+ Claudia Carroll

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SHOES PLUS INC.

2. The name and address of the registered agent and office is:

LOUIS H.W CARROLL

3202 W. Commercial Blvd.,
(P.O. BOX NOT ACCEPTABLE)

Ft. Lauderdale., FL 33309
(CITY/STATE/ZIP)

SIGNATURE

[Signature]
 (Corporate Officer)

TITLE President

DATE May 2, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

[Signature]
 (Registered Agent)

MAY 2 2000
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

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