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Florida Department of State
Division of Corporations
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Account Name : KLEIN AND ASSOCIATES, P.A.
Account Number : 072720000075
Phone : (305)891-6100
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FLORIDA PROFIT CORPORATION OR P.A.

All About Shoes, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

of

ALL ABOUT SHOES, INC.

I, the undersigned hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida , providing for the formation of a corporation for profit, with the power , rights, privileges and immunities hereinafter, and I do make , subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation and Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be : ALL ABOUT SHOES, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including:

(a) The purposes specified herein shall be construed both as powers and purposes and shall in no way be limited to restricted by reference to, to inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

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Thomas J. DiDato, Esq.
407 Front Street
Key West, Florida 33040
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Florida Bar Number: 0003565

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(b) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLES IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time One Hundred (100) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is : 411 Greene Street, Key West , Florida ; and the name of the corporations initial Registered Agent at such address is Thomas DiDato.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is :

- 1) Thomas J. DiDato, 407 Front Street, Key West, Florida 33040
- 2) Michael Mc Clain, 3314 Northside Drive, Unit 131, Key West, Florida 33040

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Thomas DiDato, Esq.
411 Greene Street
Key West, Florida 33040

ARTICLE VIII

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, an to alter and abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed: labor and services (whether such serviced are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

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H00000027201 3

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(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certification of Incorporation in any manner now or hereafter prescribed by law, and all rights on officers, directors and stockholders herein are granted subject to this reserves.

ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Key West, Monroe County, Florida, on.

Thomas DiDato (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

The foregoing Articles of Incorporation was acknowledged before me on May 16, 2000, by Thomas DiDato, who (is personally known to me) (has produced a driver's license as identification) and who did take an oath.

WITNESS my hand and official seal at Key West, Monroe County, Florida this 16th day of May, 2000.

Theresa Cioffi-Didato
Notary Public, State of Florida

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NOTARY PUBLIC - STATE OF FLORIDA
THERESA CIOFFI-DIDATO
COMMISSION # CC700638
EXPIRES 7/19/2002
BONDED THRU ASA 1-888-NOTARY1

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, the corporation, ALL ABOUT SHOES, INC., desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at Key West, County of Monroe, State of Florida, has named THOMAS DIDATO, located at 411 GREENE STREET, KEY WEST, COUNTY OF MONROE, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated-corporation, at place designates in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Thomas D. Dato
Registered Agent Thomas D. Dato

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