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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**mary shoes corporation**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 22, 2000

EMPIRE

SUBJECT: MARY SHOES CORPORATION  
REF: W00000013205

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VERIFY THE DIRECTORS ADDRESS IN ARTICLE 6.

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Becky McKnight  
Document Specialist

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
of  
MARY SHOES CORPORATION**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is MARY SHOES CORPORATION.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1137 SW 104 COURT  
MIAMI, FL 33174

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

MANUEL SILVA SS# 590-89-3463  
1137 SW 104 COURT

Initials: M.S.

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16181 S.W. 79 Street  
Miami, Florida 33193  
Office (305) 388-8406  
Fax (305) 388-8412  
Beeper (305) 782-4221  
1-800-860-1000 ID # 664841

Jorge A. Lopez  
B.B.A. & M.B.A.

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DADE County  
MIAMI, FL 33174

#### ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

MANUEL SILVA SS# 590-89-3463  
1137 SW 104 COURT  
MIAMI, FL 33174

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

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**ARTICLE VIII  
OTHER PROVISIONS**


Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent.

  
\*  
MANUEL SILVA-Incorporator/Registered Agent  
1137 SW 104 COURT  
MIAMI, FL 33174

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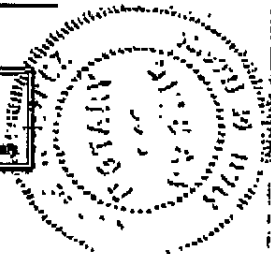
Initials: M. S.

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State of FLORIDA, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this 22nd day of May, 2000.

  
\_\_\_\_\_  
Notary Public



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Initials: M.S.