

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

shoes r us, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

SHOES R US, INC.

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These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

SHOES R US, INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 6049 W. SUNRISE BLVD.
SUNRISE, FL 33313

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue are 500 shares of common stock having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: EDWIN L. CRAMMER
7481 W. OAKLAND PARK BLVD Suite 102
LAUDERHILL, FL 33319

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s):

FAYEZ AHMAD ISSA

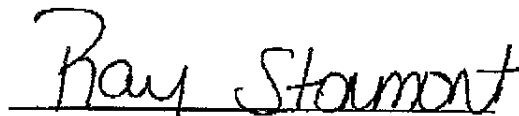
4814 NW 93RD TERRACE
SUNRISE, FL 33351

VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 01st day of JUNE, 2000.



Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
SHOES R US, INC.

In pursuance of Chapter 603.1 Florida statutes, the following is submitted, in
compliance with said act:

FIRST: That SHOES R US, INC., desiring to organize under the laws of the
State of Florida with its principal offices as indicated in the Articles of Incorporation
in the city of Sunrise, County of Broward, State of Florida, had named EDWIN L.
CRAMMER, located at 7481 W. OAKLAND PARK BOULEVARD SUITE 102,
LAUDERHILL, FLORIDA, as its agent to accept services of process within the state.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said act relative to keeping open said office.

By: Edwin L. Cramer
Registered Agent

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