

May 23, 2000

Secretary of State
P.O. Box 17
Division of Corporation
Tallahassee, FL 32314

Re: Incorporation Documents

Dear Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of her appointment as registered agent for:

International Shoe Warehouse of Clearwater # 1, Inc.

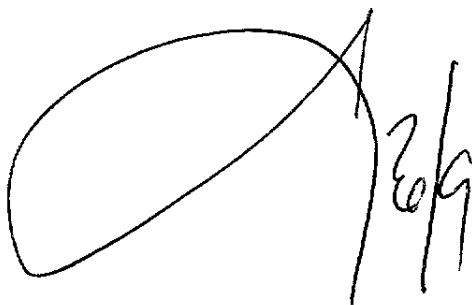
Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and the year.

Very truly yours,



Manzurul Islam
1525 NW 3rd St. Suite # 14
Deerfield Beach, FL 33442
SS# 593-12-7820

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
FOR
International Shoe Warehouse of Clearwater # 1, Inc.**

The undersigned subscribes to these Articles of incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of the Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name of the Corporation:

International Shoe Warehouse of Clearwater # 1, Inc.

ARTICLE II. Term of Existence:

This corporation shall have perpetual existence.

ARTICLE III. Nature of Business:

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV. Capital Stock:

This corporation is authorized to issue 500 Shares with \$1.00 par value.

ARTICLE V. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights:

Every shareholder upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at it is offered to others.

ARTICLE VII. Registered Office and Agent:

The Street address of the registered officer of this corporation is:

**1525 NW 3RD STREET, SUITE #14,
DEERFIELD BEACH, FL 33442**

The names of the registered agents of this corporation at that address are:

Manzurul Islam

ARTICLE VIII. Initial Board of Directors:

The corporation shall have 1 Director initially. The number of Directors may be either increased or decreased from time to time by the by-laws but never be less than one. The names and addresses of the initial Director of this corporation are:

**Manzurul Islam
1525 NW 3rd St. Suite # 15
Deerfield Beach, FL 33442
SS# 593-12-7820**

ARTICLE IX. Officers:

The officer of the corporation will be:

Manzurul Islam	-	PRESIDENT
Mohammed M. Islam	-	VICE PRESIDENT
Monirul Hossen	-	SECRETARY & TREASURER

ARTICLE X. Incorporator:

The person signing these Articles of Incorporation has the following name and address:

Manzurul Islam
1525 NW 3RD STREET, SUITE #14,
DEERFIELD BEACH, FL 33442

ARTICLE XI. By-Laws:

The Power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment:

The corporation reserves the right to amend or repeal and provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. Principle Place of Business:

The street address of the Principle place of business is:

1525 NW 3RD STREET, SUITE #14,
DEERFIELD BEACH, FL 33442

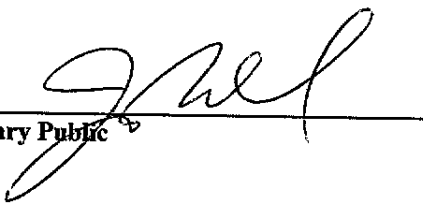
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd Day of May 2000.

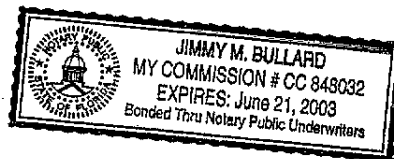
State of Florida

County of Broward


Manzurul Islam / President

The foregoing was acknowledged before me this 24 day of May, 2000 by
Manzurul Islam, who is personally known to me OR who produced _____ as
Identification.

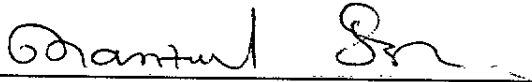

Notary Public



CONSENT TO APPOINTMENT AS REGISTERED AGENT

**TO: Secretary of State of Florida Division of
Corporations Depart of State,
Tallahassee, FL 32304**

**I, Manzurul Islam, do hereby consent to serve as registered agent for the Corporation, International Shoe
Warehouse of Clearwater # 1, Inc..**



Manzurul Islam

**Address of registered agent:
1525 NW 3RD STREET, SUITE #14,
DEERFIELD BEACH, FL 33442**

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TALLAHASSEE FLORIDA