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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 AUG - 3 PM 1: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

999 FASHION SHOE, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 2000

FAS-T CORP

SUBJECT: 999 FASHION SHOE, INC.
REF: W00000019190

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H00000040517
Letter Number: 200A00041950

ARTICLES OF INCORPORATION

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

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:

999 FASHION SHOE, INC.

The principal place of business of this corporation shall be:

7905 W Sample Road

Coral Springs, FL 33065

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TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any business under the laws of the United State, 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 value that this corporation is authorized to have outstanding at any one time is: 1000.

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 director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are): Raquel Cerro whom resides at 7905 W Sample Road Coral Springs, FL 33065.

ARTICLE VI INCORPORATOR(S)

The names(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are): Raquel Cerro whom resides at 7905 W Sample Road , Coral Springs, FL 33065.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 01 day of August, 2000.

Signature(s) of Incorporator(s)

Raquel Cerro
Raquel Cerro/Incorporator/Registered Agent

CERTIFICATE OF DESIGNATION
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: 999 Fashion Shoe, Inc.
2. The name and address of the registered agent and office is:

Raquel Cerro
7905 W Sample Road
Coral Springs, FL 33065

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE: *Raquel Cerro*
TITLE: Incorporator/Registered Agent
Date: 8/1/00

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: *Raquel Cerro*
Date: 8/1/00