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FILED
00 AUG 14 AM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 11, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Shoes & You, Too, Inc.

200003355512--7
-08/14/00-01088-006
*****87.50 *****87.50

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation. The resident agent designation is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate.

I have enclosed a check made payable to the Secretary of State in the amount of \$87.50 to cover the filing fee, the certified copy fee, and the certificate fee. Thank you for your cooperation in this matter.

Should you have any questions, please do not hesitate to call.

Respectfully yours,

Dictated but not signed
to avoid delay.

Charles M. Wynn

CMW/mb
Enclosures as stated above

W-005/8
PH 8/21/00

ARTICLES OF INCORPORATION

OF

SHOES & YOU, TOO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopted the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Shoes & You, Too, Inc.

ARTICLE TWO

The effective date of this corporation shall be upon its filing with Secretary of State., and the duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in general retail sales.
2. To transact any other lawful business for which corporations may be

incorporated under the Florida General Corporations Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue in one thousand shares. Such shares shall be of a single class, and shall have a par value of one (\$1.00) per share.

Initial Issue: 100 shares of the Capital stock of the corporation shall be issued for

cash at a par value of \$1.00 per share with 100 shares to William F. Muller and 100 shares to Regina H. Muller.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record and not more than ten persons who are not nonresident aliens.

ARTICLE SIX

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable time during business hours.

ARTICLE SEVEN

The initial principal place of business of this corporation is 2512 SE 12th Street, Pompano Beach, Florida 33062, and the mailing address is 2512 SE 12th Street, Pompano Beach, Florida 33062.

ARTICLE EIGHT

The initial address of the registered office of the corporation is 2512 SE 12th Street, Pompano Beach, Florida 33062, and the name of its initial registered agent at such address is William F. Muller.

ARTICLE NINE

The number of directors constituting the initial Board of Directors of the corporation is two (2). The corporation may have not less than one (1) director or more than five (5) directors. The names and addresses of the persons who are to serve as members of the initial

Board of Directors are:

NAME	ADDRESS
William F. Muller/President/Director	2512 SE 12th Street Pompano Beach, Florida 33062
Regina Muller/Secretary/Treasurer/Director	2512 SE 12th Street Pompano Beach, Florida 33062

ARTICLE TEN

The name and address of the incorporator is;

NAME	ADDRESS
William F. Muller	2512 SE 12th Street Pompano Beach, Florida 33602

ARTICLE ELEVEN

The incorporators or board of directors shall adopt the initial bylaws for the corporation.


ARTICLE TWELVE

Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.

ARTICLE THIRTEEN

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 31 day
of JULY, 2000.

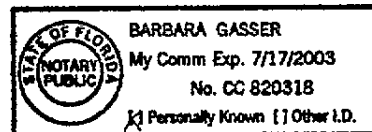

WILLIAM F. MULLER
President

STATE OF FLORIDA
COUNTY OF Broward

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized
in the State and County named above to take acknowledgments, personally appeared, William F.
Muller, to me known to be the person described as the incorporator and who executed the
foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to these
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of
July, 2000.


NOTARY PUBLIC
My commission expires:



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

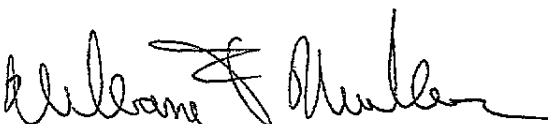
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SHOES & YOU, TOO, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at the City of
Pompano Beach, County of BROWARD, State of Florida, has named William F. Muller, located
at 2512 SE 12th Street, Pompano Beach, Florida 33062, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at
place designated in this certification, 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: 
WILLIAM F. MULLER
REGISTERED AGENT