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Edna A. Elsherif

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/30

, 2000

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: INCORPORATION OF SHOES PLUS USA., INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of SHOES PLUS USA, INC., and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

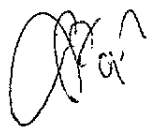
Upon validation kindly mail the Articles to:

Paralegal Associates
6878 W. Atlantic Blvd
Margate, Florida 33063.

Kindly phone at 1-954-971-8468 and speak with Mr. Shariq Hussain if there is a question or problem.

Respectfully,


Edna A. Elsherif



Articles of Incorporation of

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SHOES PLUS USA., INC.

ARTICLE ONE

The name of the corporation is SHOES PLUS USA., INC. The principal address of the corporation is: 5551 North Winston Park Blvd., #106, Coconut Creek, Florida 33073.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 5551 North Winston Park Blvd., #106, Coconut Creek, Florida 33073, and the name of its initial registered agent at such address is Edna A. Elsherif.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Edna A. Elsherif

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Edna A. Elsherif President	5551 North Winston Park Blvd., #106 Coconut Creek, Florida 33073
Orlando Gonzalez Vice President	7485 West 33rd Lane Hialeah, Florida 33016

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Edna A. Elsherif	5551 North Winston Park Blvd., #106 Coconut Creek, Florida 33073

(signed) -

Edna A. Elsherif
Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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