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LAW OFFICES
RYAN & RYAN, P.A.
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN
MICHAEL S. BENDER

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

November 3, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **LAUDERHILL BUY WISE SHOES, INC.**
Our File Number : 16803-C

200003454192--8
-11/07/00--01001--011
*****78.75 *****78.75

Gentlemen:


Enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Registered Agent which we request you certify and return to our office, a stamped, self-addressed envelope is enclosed for your use in this regard.

Also enclosed please find our Trust Account Check Number 13092, payable to Department of State in the sum of \$78.75, to cover the following items:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total:	<u>\$ 78.75</u>

Thank you for your assistance in this matter.

Very truly yours,


ARCHIE J. RYAN III

AJR-III:lr
Encls.

FILED
00 NOV -7 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-7
2000

ARTICLES OF INCORPORATION
OF
LAUDERHILL BUY WISE SHOES, INC.

FILED
00 NOV -7 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: **LAUDERHILL BUY WISE SHOES, INC.**

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV
CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be ONE THOUSAND SHARES (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 1417 NW 40th Avenue, Lauderhill, Florida, 33313, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are BOCHR ABDIN, 1417 NW 40th Avenue, Lauderhill, Florida, 33313.

ARTICLE VI
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

BOCHR ABDIN
1417 NW 40th Avenue
Lauderhill, Florida 33313

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

BOCHR ABDIN
1417 NW 40th Avenue
Lauderhill, Florida 33313

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

SUBCHAPTER "S" DESIGNATION

This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

ARTICLE XII

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 2nd day of November, 2000.

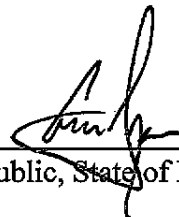


BOCHR ABDIN

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

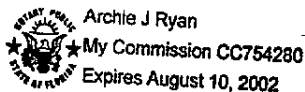
PERSONALLY APPEARED before me, the undersigned authority, BOCHR ABDIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 2nd day of November, 2000.



Notary Public, State of Florida

My Commission Expires:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes

LAUDERHILL BUY WISE SHOES, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1417 NW 40th Avenue, in the City of Lauderhill, County of Broward, State of Florida, has named BOCHR ABDIN, located at 1417 NW 40th Avenue, in the City of Lauderhill, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
BOCHR ABDIN	President/Secretary/ Treasurer	1417 NW 40th Avenue Lauderhill, Florida 33313

BOARD OF DIRECTORS:

BOCHR ABDIN	1417 NW 40th Avenue Lauderhill, Florida 33313
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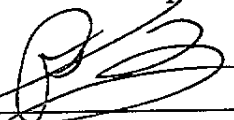
Dated this 2nd day of November, 2000.



BOCHR ABDIN, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



BOCHR ABDIN, Registered Agent

FILED
00 NOV -7 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA