

PO00000110777

November 16, 2000

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

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-11/28/00--01052--0106
***122.50 ***78.75

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of Shoespot Inc.

Please incorporate our company as of November 15, 2000. Enclosed is a check for \$122.50 for the statutory filing fees and also a certified copy to be returned to my office. Your assistance in establishing the corporation to be known as Shoespot Inc. is greatly appreciated.

Respectfully,


Scott Vanover

Encl.

m: SCOTT VANOVER
3225 S. MACDILL Ave #119
TAMPA FL 33629

FILED
00 NOV 28 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SHOESPOT INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is SHOESPOT INC.

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 may be incorporated under the Florida Corporation Act. The specific nature of business for which the corporation is organized is for sale of shoes.

ARTICLE FOUR

The aggregate number of shares, which the corporation shall have authority to issue, is 1000 of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

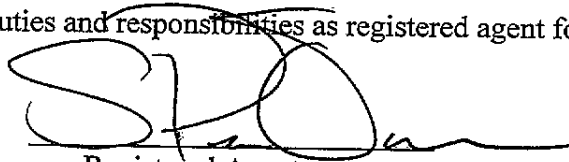
The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The street address of its initial principal office and mailing address is 2005 Pan Am Circle, Suite 500, Tampa, FL 33607. The street address of its initial registered office is 2005 Pan Am Circle, Suite 500, Tampa, FL 33607 and the name of its initial registered agent at such address is Scott Vanover.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Scott Vanover.



Registered Agent

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person is to serve as director until the first annual meeting of the shareholders or until his (her) successor or successors may be selected is:


Scott Vanover
3225 S Macdill Avenue, Ste 119
Tampa, FL 33629

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 EIGHT

The name and address of each incorporator is:

Scott Vanover
3225 S. Macdill Avenue, Ste 119, Tampa, FL 33629



Incorporator