

Date: 11/28/00

To:

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


Re: Documents for Article of Incorporation

Dear Madam:

Enclosed for filing are an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for: Shoe Warehouse of Alabama #1, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and the year.

Very truly yours,

  
Mokter Ahmed  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach, FL 33442

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION  
FOR  
Shoe Warehouse of Alabama #1, Inc.**

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The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of the Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

**ARTICLE 1. Name of the Corporation:**  
Shoe Warehouse of Alabama #1, Inc.

**ARTICLE II. Term of Existence:**  
This Corporation shall have perpetual existence.

**ARTICLE III. Nature of Business:**  
This Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV. Capital Stock:**  
This Corporation is authorized to issue 500 Shares with \$1.00 par value.

**ARTICLE V. Voting Rights:**  
Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI. Preemptive Rights:**  
Every shareholder upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at it is offered to others.

**ARTICLE VII. Registered Office and Agent:**  
The Street Address of the Registered Officer of this Corporation is:  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach, FL 33442

The name of the Registered Agents of this corporation at that address is:

Mokter Ahmed

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TALLAHASSEE, FLORIDA

**ARTICLE VIII. Initial Board of Directors:** The Corporation shall have 3 Director initially. The number of Directors may be either increased or decreased from time to time by the by-laws but never be less than one. The names and addresses of the initial Directors of this corporation are:

Monirul Hossen  
Mohammed M. Islam  
Md. Rahul

The Street address of the Board of Directors of this corporation is:  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach, FL 33442

**ARTICLE IX. Officers:**

The Officers of the Corporation will be:

Monirul Hossen	-	PRESIDENT
Mohammed M. Islam	-	VICE PRESIDENT
Md. Rahul	-	Secretary/Treasurer

**ARTICLE X. Incorporator:**

The person signing these Articles of Incorporation has the following name and address:

Monirul Hossen  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach, FL 33442

**ARTICLE XI. By-laws:**

The Power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XII. Amendment:**

The corporation reserves the right to amend or repeal and provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII. Principle Place of Business:**

The street address of the Principle place of business is:  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach,  
FL 33442

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> Day of Nov'. 2000.

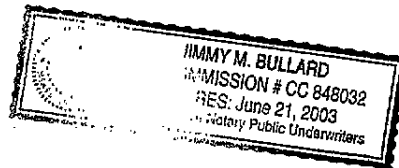
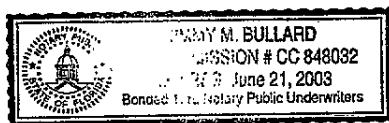
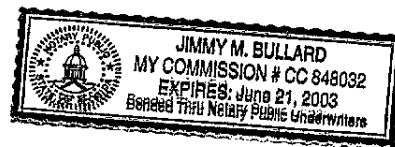
Monirul Hossen  
Monirul Hossen  
President

State of Florida

County of Broward \_\_\_\_\_

The foregoing was acknowledged before me this 28<sup>th</sup> day of Nov', 2000 by  
who is personally known to me.

[Signature]  
Notary Public



**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

**TO: Secretary of State of Florida Division of  
Corporations Depart of State,  
Tallahassee, FL 32304**

**I do hereby consent to serve as Registered Agent for  
of Alabama #1, Inc.**

**Shoe Warehouse**



**Mokter Ahmed  
Registered Agent for**

**Shoe Warehouse of Alabama #1, Inc.**

**Address of registered agent:  
1525 NW 3<sup>rd</sup> St. Suite # 14  
Deerfield Beach, FL 33442**

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00 NOV 29 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304**