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700003490347-9

-12/07/00--01026--024

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. STEP BY STEP SHOES FOR KIDS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 DEC -7 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 DEC -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
STEP BY STEP SHOES FOR KIDS, INC.**

FILED
00 DEC -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation **STEP BY STEP SHOES FOR KIDS, INC., 6545 SW 49TH Terrace, Miami, FL 33155.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 Shares of \$1.00 par value common stock as follows:

KEITH D. BERMAN to receive 50 shares,
JOHNATHAN H. OAKS to receive 50 shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is as follows:

**KEITH D. BERMAN
6545 SW 49TH Terrace
Miami, FL 33155**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Directors of this corporation is as follows:

**PRESIDENT
KEITH D. BERMAN
6545 SW 49TH Terrace
Miami, FL 33155**

**VICE PRESIDENT
JOHNATHAN H. OAKS
6545 SW 49TH Terrace
Miami, FL 33155**

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is as follows:

**KEITH D. BERMAN
6545 SW 49TH Terrace
Miami, FL 33155**

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6TH day of DECEMBER, 2000.


KEITH D. BERMAN

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES. DATED THIS 6TH DAY OF DECEMBER, 2000.



KEITH D. BERMAN

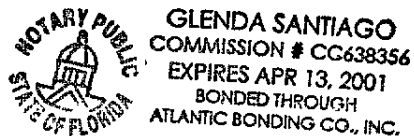
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared **KEITH D. BERMAN** personally known to me or who has produced FLA Drivers License and who as Incorporator and Registered Agent executed the foregoing **Articles of Incorporation of STEP BY STEP SHOES FOR KIDS, INC.**, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6TH day of DECEMBER, 2000.



NOTARY PUBLIC
My Commission Expires:



FILED
00 DEC -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA