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December 1, 2000

SECRET
TALLAHASSEE, FLORIDA

00 DEC -5 PM 4:03

FILED

Secretary of State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-12/05/00-01033-004
*****78.75 *****78.75

Re: Incorporation of "Outshine Shoes, Inc."

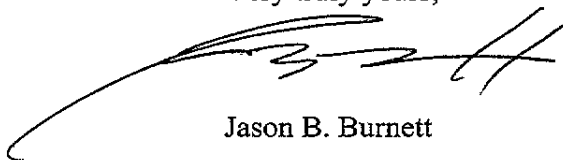
Dear Sir or Madam:

Enclosed are the original and one copy each of the Articles of Incorporation of Outshine Shoes, Inc. and Registered Agent Certificate for filing. Please return a certified copy of these documents to me.

Also enclosed is our firm check in the amount of \$78.75 payable to the Florida Department of State representing the filing fee and certified copy fee.

If you need any further information, please let me know.

Very truly yours,



Jason B. Burnett

/lwm
Enclosures

gj 8/11

ARTICLES OF INCORPORATION

OF

OUTSHINE SHOES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Outshine Shoes, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

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SECTION 1
TALLAHASSEE, FLORIDA

ARTICLE V
Initial Registered Office, Principal Office and Agent

Section 5.1. Principal Office. The street address of the principal place of business of this corporation is:

1433 South 3rd Street, Jacksonville Beach, Florida 32250.

Section 5.2. Registered Agent. The street address of the initial registered office of this corporation is:

200 North Laura Street, 12th Floor, Jacksonville, Florida 32202,

and the name of the initial registered agent of this corporation at that address is: Jason B. Burnett.

ARTICLE VI
Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------|--|
| Shana Hall | 1433 South 3 rd Street, Jacksonville, Florida 32250 |

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

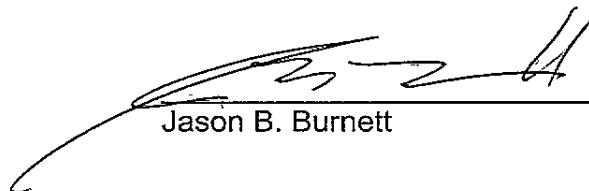
ARTICLE VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Jason B. Burnett, 200 N. Laura Street, 12th Floor, Jacksonville, Florida 32202.

ARTICLE IX
Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the ____ day of October, 2000.



Jason B. Burnett

REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is Outshine Shoes, Inc.
2. The name and address of the registered agent and office is:

Jason B. Burnett
200 North Laura Street, 12th Floor
Jacksonville, Florida 32202.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 9th, 2000

November


Jason B. Burnett