

PO1000004601

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

800003530468--4
-01/10/01--01007--003
*****78.75 *****78.75

Subject: *Monica's* Footwear, Inc.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$78.75 (Filing fee & Certificate)

FILED
01 JAN -9 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed a copy of the articles of incorporation to be stamped with the filing date.

Luis Emilio Viña

CAO American Immigrant Services, Inc.
2312 W. Waters Avenue Suite #2
Tampa, FL 33604
(813) 931-8807

5
00, 11-01

ARTICLES OF INCORPORATION
Of
Monica's Footwear, Inc.

FILED
01 JAN -9 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation, under the law of the State of Florida, adopt of following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the proposed corporation is:

Monica's Footwear Inc.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under laws of the United States of America and the state of Florida, and any and all acts or statutes amendatory thereof supplement thereto.

ARTICLES III

CAPITAL STOCK: The total number of shares of stock, which the corporation shall have the authority to issue, is: 10,000 shares of common stock at a par value of ONE Dollar (\$1.00) per share. The corporation may issue stock from time to time for such consideration as may be fixed by the Board of Directors may issue stock. Each share of common stock shall represent one (1) vote. Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation.

ARTICLE IX

SUBSCRIBERS: The name and address of the subscribers to these Articles of Incorporation is as follows:

Luis Emilio Viña
5918 Bent Pine Dr.
Orlando, FL 32822

Esperanza Diaz-Viña

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE:

The name and street address of registered agent and registered office is:

Luis Emilio Viña
5918 Bent Pine Dr.
Orlando Fl, 32822

ARTICLE XI

OTHER PROVISIONS:

- A. The regulation of the business and the conduct of the affairs of this corporation and provisions creating, dividing and limiting the powers of the corporation and the stockholders, including but limited to provisions governing the issue of stock certificates to replace lost or destroyed stock certificates shall be governed by the By-Laws of this corporation which may be made and adopted by the shareholders immediately after adjourning of the organizational meeting, and the stockholders shall have the power and authority to amend, modify, change and repeal By-Laws of the corporation.
- B. No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exit from this contracting with the

ARTICLE IV

INICIAL CAPITAL: The amount of capital with which the corporation will begin business is: \$10,000.00

ARTICLE V

TERM OF EXISTENCE: this corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal office of the proposed corporation in the State of Florida is:

Monica's Footwear, Inc
5918 Bent Pine Drive
Orlando, FL 32822

ARTICLE VII

DIRECTORS: The number of Directors of this corporation is:

(2) Two

ARTICLE VIII

ADDRESS OF DIRECTORS: The name of the initial of first director and street address of this corporation who is subject to the provisions of this certificate of corporation By-Laws of this corporation and the general laws of the State of Florida, shall hold office for the first year of existence or until his successor or successors are elected and qualified are:

Luis Emilio Viña
5918 Bent Pine Dr.
Orlando, FL 32822

President & Treasurer

Esperanza Díaz-Viña
5918 Bent Pine Dr.
Orlando, Fl 32822

Vice- President & Secretary

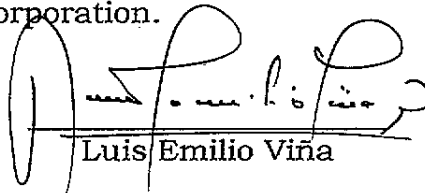
corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, I have subscribed my name this 02 day of January 2001


Luis Emilio Viña


Esperanza Diaz-Viña

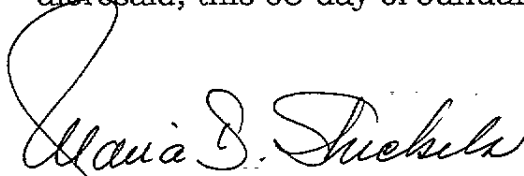
HEREBY AM familiar with and accept the duties and responsibilities as registered agent for said corporation.


Luis Emilio Viña

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before Me, the undersigned authority, personally appears Omar Luis Suarez and Luz Stella Ortiz, to me well known to be the persons described in acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, in the COUNTY AND STATE last aforesaid, this 08-day of January, 2001



Notary

My commission Expires: 02/20/2002



Maria D Sheckels
My Commission CC718509
Expires February 22, 2002

FILED
01 JAN -9 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA