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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

R & B SHOES, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF
R & B Shoes, Inc.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R & B Shoes, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED(100) shares of common stock having a par value of ONE(\$1.00) dollar per share.

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The capital stock may be paid in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The initial office address of this corporation in the State of Florida is:

18200 N.W. 27th Ave.
Miami, FL 33056

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ARTICLE VI. DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be increased, but not by more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time thereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become a director or officer, of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or claims of liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjusted that such director or officer is liable for negligence or willful misconduct in the performance of his duties.

ARTICLE VII. INITIAL DIRECTORS & OFFICERS

The name and address of the members of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS:</u>
Sharon Shayner President/Director	3025 N. 36th Ave. Hollywood, Fl 33021

ARTICLE VIII. AMENDED

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX. INCORPORATOR

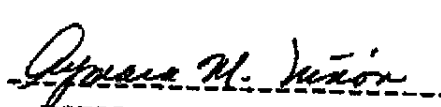
The name and street address of the incorporator of these Articles of Incorporation is Allan Doyle, CPA, 175 Fontainebleau Blvd. Ste.1-B, Miami, Fl. 33172


Incorporator:

IN WITNESS WHEREOF, the undersigned has hereunto set his(her) hand and seal this 24th Day of April 2001.

State of Florida)
)SS:
County of Dade)

BEFORE ME, the undersigned authority, personally appeared , who executed the foregoing Articles of Incorporation this 24th day of April 2001.


NOTARY PUBLIC, State of
Florida at large.

My commission expires:



Aymeric Mendez-Tunon
My Commission CC585413
Expires December 22 2004

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said
Act. First that **R & B Shoes, Inc.** deciding to
organize under the laws of the State of Florida with its
principal office, as indicated in the articles of
incorporation at City of Opa Locka, County of Miami Dade,
State of Florida has named Hannia Iriarte, located at 175
Fontainebleau Blvd, Suite 1-B, Miami, State of Florida, as
its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at place designated
in this certificate, I hereby accept to act in this
capacity, and agree to comply within the provision of
said Act relative to keeping open said office.

By: Hannia Iriarte

Date: 4/24/01

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