

P010000076061  
LAW OFFICE OF  
MITCHELL A. HIPSMAN, P.A.

1111 KANE CONCOURSE • SUITE 401  
BAY HARBOR ISLANDS, FLORIDA 33154

MITCHELL A. HIPSMAN  
BOARD CERTIFIED IN  
WILLS, TRUSTS AND ESTATES LAW

TEL.: (305) 864-4191  
FAX: (305) 865-3434

July 27, 2001

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

200004506582--6  
-07/30/01--01068--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Shoe Freak, Inc.

Dear Sir or Madam:

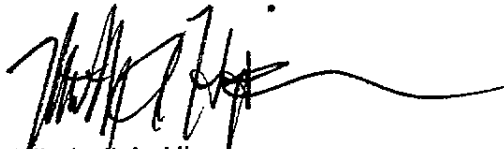
Enclosed for filing are the original and one copy of the Articles of Incorporation for Shoe Freak, Inc. A check in the amount of \$70.00, in payment of the \$35.00 filing fee and the \$35.00 Resident Agent designation fee, is also enclosed.

Please file the enclosed Articles, stamp the enclosed copy (marked "COPY") with the date and time of filing, and return the stamped copy, together with the Secretary of State's confirmation letter, directly to the undersigned in the enclosed postage-paid envelope.

If you have any questions or require additional information in order to file the Articles of Incorporation, please do not hesitate to contact the undersigned.

Thank you for your cooperation.

Very truly yours,



Mitchell A. Hipsman

Enclosures

D:\Clients\Roni&Saul\ShoeFreak\SecSt\EnclArtInc.doc

FILED  
01 JUL 30 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. BLALOCK AUG 2 2001

**ARTICLES OF INCORPORATION  
OF  
SHOE FREAK, INC.**

**FILED**  
**01 JUL 30 PM 1:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME AND BUSINESS ADDRESS**

The name of the corporation shall be:

**Shoe Freak, Inc.**

The address of the principal office of this corporation shall be 9541 Harding Ave., Surfside, FL 33154, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

The corporation may engage in any and all businesses and activities permitted under the laws of the United States of America and the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 9541 Harding Ave., Surfside, FL 33154, and the name of the initial registered agent of the corporation at that address is Saul C. Wintrub, who hereby accepts his appointment as registered agent.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall initially have two officers and two directors. The names and street address of the initial officers and directors, who shall hold office for the first year of the corporation or until their successors are elected or appointed, are:

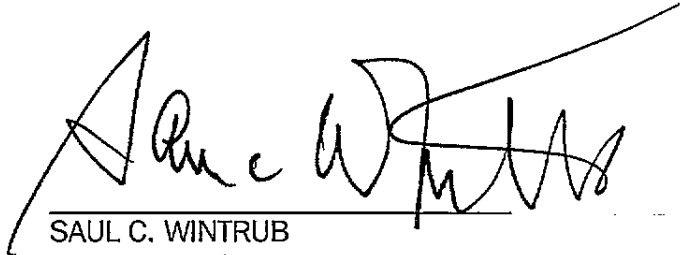
Aharon Shakury, Director / President  
Saul C. Wintrub, Director / Vice President / Secretary / Treasurer  
9541 Harding Ave.  
Surfside, FL 33154

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Saul C. Wintrub  
9541 Harding Ave.  
Surfside, FL 33154

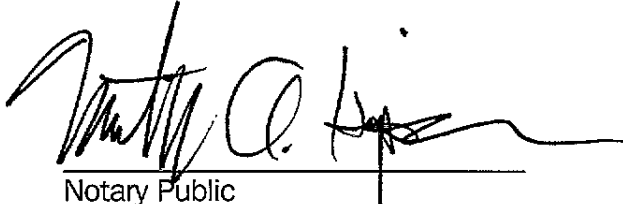
EXECUTED on July 27, 2001.

  
SAUL C. WINTRUB

Incorporator / Director REGISTERED AGENT

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE ) ss:

Subscribed and acknowledged before me on July 27, 2001, by SAUL C. WINTRUB,  
who is personally known to me.

  
Notary Public



Mitchell A. Hipsman  
MY COMMISSION # CC743015 EXPIRES  
August 14, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.