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Florida Department of State
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Account Name : FAS-T CORP. AGENTS, INC.
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FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

~~SHOES & MORE CORP.~~

SHOES & MORE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2001

FAS-T

SUBJECT: SHOES & MORE CORP.
REF: W01000018389

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Becky McKnight
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New Filing Section

FAX Aud. #: H01000088439
Letter Number: 601A00045741

ARTICLES OF INCORPORATION
OF
SHOES & MORE GROUP, INC.

ARTICLE I - NAME

The Name of this Corporation is: **SHOES & MORE GROUP, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation: Maria Cristina Zaiter, 7112 SW 147 Place Circle, Miami FL 33138. The Principal Place of Business of the Corporation shall be: 7237 NE 4TH AVENUE, MIAMI FL 33138.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (4) Director initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director is:

Name:

Address:

Juan Zaiter

San Rodolfo 1803 Urbanizacion San Ignacio
San Juan, Puerto Rico 00927

Carmen Zaiter

San Rodolfo 1803 Urbanizacion San Ignacio
San Juan, Puerto Rico 00927

Jose Zaiter

7427 SW 142nd Avenue Apt 106
Miami FL 33193

Maria Cristina Zaiter

7112 SW 147 Place Circle
Miami FL 33193

Demar Enterprises Accounting Services, Inc.
1550 West 84th Street Suite 77, Hialeah, Florida 33014
Phone: 305-558-4947 Fax: 305-821-9794
email: demarinc@bellsouth.net

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former 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/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

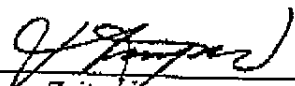
ARTICLE X- INCORPORATOR

The person signing these articles are: Juan Zaiter

XI- AMENDMENT

This corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

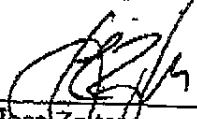
IN WITNESS WHERE OF, the undersigned has executed these Articles of Incorporation, this 7th days of August of the year 2001.



Juan Zaiter



Carmen Zaiter



Jose Zaiter



Maria Cristina Zaiter

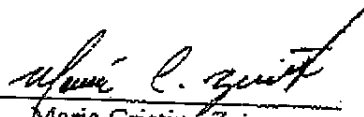
A & B Consulting Enterprises Inc.
1929 West 60th Street, Hialeah, Florida 33012
Phone: 305-827-0028 Fax: 305-827-0076
email: abburgos@bellsouth.net

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that SHOES & MORE GROUP, INC. desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami Dade County and has named Maria Cristina Zaiter as its agent to accept service of process within this state.

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.


Maria Cristina Zaiter
Registered Agent

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