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RICHARD EUGENE EHRLICH
Member, FL, NY, NJ & DC Bars

FORREST SCOTT FREEDMAN
Member, FL, NY, MA & DC Bars

of Counsel
FRED EHRLICH
Member NY Bar

August 29, 2001

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for MASTER SHOE
OUTLET, INC. and the filing fee of \$78.75. Please make effective
date AUGUST 31, 2001. Please file and return in enclosed self-
addressed stamped envelope.

If you have any questions or if the name is unavailable, please do
not hesitate to contact me.

Sincerely,



Richard Ehrlich

RE/mv

Enclosures: As stated

EFFECTIVE DATE
08-31-01

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gfg/s

ARTICLES OF INCORPORATION OF
MASTER SHOE OUTLET, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is MASTER SHOE OUTLET, INC.

ARTICLE TWO
PRINCIPLE LOCATION

The principle location for this corporation is 3300 University Drive, Suite 525, Coral Springs, FL 33065.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual. The effective date is August 31, 2001.

ARTICLE FOUR
PURPOSE OR PURPOSES

EFFECTIVE DATE
08-31-01

The general purposes for which the corporation is organized are:

1. To engage in the business of Selling Shoes. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3300 University Drive, Suite 525, Coral Springs, Florida and the name of its initial registered agent at such address, is RICHARD EHRLICH.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN
OFFICERS

PRESIDENT

TAE HO KANG

ARTICLE EIGHT
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

TAE HO KANG

1662 Maple Street
Fort Lee, NY 07024

JONGYE KANG

1662 Maple Street
Fort Lee, NY 07024

EUGENE KANG

1662 Maple Street
Fort Lee, NY 07024

YOO SUN KANG

1662 Maple Street
Fort Lee, NY 07024

ARTICLE NINE
INCORPORATORS

The name and address of each incorporator is:

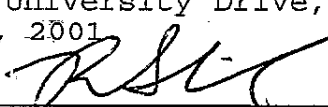
Name

Address

RICHARD EHRLICH

3300 University Drive
Suite 525
Coral Springs, FL 33065

Executed by the undersigned at 3300 University Drive, Suite 525, Coral Springs, FL 33065 on August 30, 2001


RICHARD EHRLICH

Acceptance of Registered Agent Designated
In Articles of Incorporation

RICHARD EHRLICH, having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of registered agent under Section 607.0505, Florida Statutes.


RICHARD EHRLICH

Dated: August 30, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA