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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

SHOE OUTLET, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -9 PM 4: 09
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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SHOE OUTLET, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**4226 SOUTH WEST 152ND AVENUE
MIAMI, FLORIDA 33185**

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**4226 SOUTH WEST 152ND AVENUE
MIAMI, FLORIDA 33185**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

JESUS HERNANDEZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of: **SHOE OUTLET, INC.**
Prepared by: Guillermo Ubieta, Jr.
8201 North West 66th Street Suite No. 3
Miami, Florida 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

JESUS HERNANDEZ
PRESIDENT, SECRETARY & DIRECTOR

AIDA HERNANDEZ
VICE-PRESIDENT, TREASURER & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JESUS HERNANDEZ
4226 SOUTH WEST 152ND AVENUE
MIAMI, FLORIDA 33185

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 3RD DAY OF OCTOBER OF 2001.


JESUS HERNANDEZ

Incorporator

Articles of Incorporation of: **SHOE OUTLET, INC.**
Prepared by: **Guillermo Ubieta, Jr.**
8201 North West 66th Street Suite No. 3
Miami, Florida 33166

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **SHOE OUTLET, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED **JESUS HERNANDEZ**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **SHOE OUTLET, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 3RD DAY OF OCTOBER, 2001.



JESUS HERNANDEZ
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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