

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000035118

Golden Shoe Capital, Inc.

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-04/01/02--01025--019
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
 02 APR - 1 AM 11: 12
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 FILED
 2002 APR - 1 PM 2: 15
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Signature _____

Requested by: [Signature]
Name _____ Date 4/1/02 Time 9:55

Walk-In _____ Will Pick Up _____

[Signature] 4/1/02

ARTICLES OF INCORPORATION
OF
GOLDEN SHOE CAPITAL, INC.

FILED
2002 APR -1 PM 2: 15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **GOLDEN SHOE CAPITAL, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **635 Euclid Avenue, #103, Miami Beach, FL 33139.**

ARTICLE III: CAPITAL STOCK

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

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Barry L. Simons, Esq;** 9700 South Dixie Highway, Suite 1030, Miami, Florida 33156.

ARTICLE V: INCORPORATOR

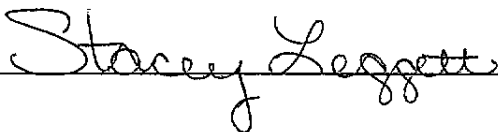
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is **President/ Director: Charles P. Wallace, 635 Euclid Avenue, #103, Miami Beach, FL 33139.**

The undersigned has executed these Articles of Incorporation this 1st day of April 2002.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

A handwritten signature in cursive script that reads "Stacey Leggett". The signature is written in black ink and is positioned above a horizontal line that serves as a signature line.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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


1. The name of the corporation is: GOLDEN SHOE CAPITAL, INC.

2. The name and street address of the registered agent and office is: Barry L. Simons, Esq.

9700 South Dixie Highway, Suite 1030

Miami, FL 33156.

HAVE 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.



Barry L. SIMONS