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**10200073912**

July 5, 2002

CORPORATION NAME(S) AND DOCUMENT NUMBER(S)  
 Kaplow Shoe Imports, LLC

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILED  
 02 JUL -5 PM 11:59  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

RECEIVED  
 02 JUL -5 PM 4:48  
 CLERK OF SUPERIOR COURT  
 DIVISION OF CLERK OF COURT  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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**ARTICLES OF INCORPORATION  
OF  
KAPLOW SHOE IMPORTS, INC.**

**FILED**  
02 JUL -5 PM 11:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is KAPLOW SHOE IMPORTS, INC.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized is a wholesale shoe business and are to engage in any activity or business permitted under the laws of the United States and Florida as specifically limited by Florida Statutes Chapter 621.

**ARTICLE IV**

**Authorized shares**

**Number:** The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Common Stock.

**Voting Rights:** Each of these shares will entitle the holder to 1 vote per share.

**Par Value:** Each share shall have a stated par value of \$.10

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: 791 10<sup>th</sup> Street, Suite B, Naples, Florida 34102. The initial registered agent at that address is Thomas F. Hudgins.

**ARTICLE VI**

The names and addresses of the initial Incorporator is:

Thomas F. Hudgins  
791 10<sup>th</sup> Street, Suite B  
Naples, Florida 34102

**ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

**ARTICLE VIII**

The address of the principal office is: 791 10<sup>th</sup> Street, Suite B, Naples, Florida 34102.

**ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Naples, Collier County, Florida on this 24 day of June, 2002.



Thomas F. Hudgins

**CERTIFICATE OF DESIGNATION**

**Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned 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.

One: The name of the corporation is KAPLOW SHOE IMPORTS, INC.

791 10<sup>TH</sup> Street, Suite B  
Naples, Florida 34102

Two: The name and address of the Registered Agent is:

Thomas F. Hudgins  
791 10<sup>TH</sup> Street, Suite B  
Naples, Florida 34102

Executed this 24 day of June, 2002.

  
\_\_\_\_\_  
Thomas F. Hudgins, Incorporator

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.

  
\_\_\_\_\_  
Thomas F. Hudgins

6/24/02  
\_\_\_\_\_  
Date

02 JUL -5 PM 4: 59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**