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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CUTIE SHOES, INC.

Certificate of Status	0
Certified Copy	1
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This Instrument Prepared by:
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Miami, Florida 33126
Tel. (305) 262-5911
Fla. Bar No. 894263

ARTICLES OF INCORPORATION
OF
CUTIE SHOES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is : **CUTIE SHOES, INC.**

ARTICLE II

NATURE OF BUSINESS

This Corporation is organized for the purposes of engaging in transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

This Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporation; to secure any indebtedness due to it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements in assignments or personal property or other security. It may enter into contracts for

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subcontracting; it shall have the power to do all types of work related to the construction industry.

The business of the corporation is from time to time to do any one or more of all of the acts and things set out above, and it shall have the right to conduct its business in all its branches, in or outside the State of Florida, or in any other state, territory or dependency of the United States, or in foreign countries. The corporation is authorized to enter into contracts for the retail business, for the lease of store space, for the purchase of apparel.

ARTICLE III

CAPITAL STOCK

The maximum shares of stock that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a par value of \$0.001 Dollar per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE THOUSAND (\$1,000.) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI**INITIAL REGISTERED AGENT & OFFICE**

The Registered Agent of this Corporation is Jesus M. Ortiz, and the initial registered office is 8955 S.W. 11th Street, Miami, Florida 33174. The principal office of the corporation is located at 8955 S.W. 11th Street Miami, Florida 33174. The Management may from time to time move the principal office to any other address in Florida.

ARTICLE VII**BOARD OF DIRECTORS**

This Corporation shall have a minimum of one director. This corporation shall have initially ONE (1) director. The number of Directors may be increased or reduced from time to time, by the bylaws adopted by the stockholder. The name and address of the initial Board of Director, consisting of ONE (1) member is:

JESUS M. ORTIZ
8955 S.W. 11TH Street
Miami, Florida 33174

DIRECTOR

ARTICLE VIII**OFFICERS**

The name and post office address of the initial officer who shall hold office until his successors are elected or appointed or have qualified is:

JESUS M. ORTIZ
8955 S.W. 11TH STREET
MIAMI, FLORIDA 33174

PRESIDENT, SECRETARY
VICE PRESIDENT, TREASURER

ARTICLE IX**SUBSCRIBERS**

The name and address of the subscriber and incorporator and the number of shares which he agrees to take are:

JESUS M. ORTIZ
8955 S.W. 11TH STREET
MIAMI, FLORIDA 33174

1000 SHARES (100%)

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of July, 2002.



JESUS M. ORTIZ

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

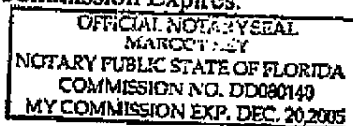
I HEREBY CERTIFY that on this 31 day of July, 2002, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared JESUS M. ORTIZ to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, the year and day aforesaid.



NOTARY PUBLIC

My Commission Expires:




STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That **JESUS M. ORTIZ** desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 8955 S.W. 11TH Street, Miami, Florida 33174 has named himself agent to accept service of process within Florida.


JESUS M. ORTIZ

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JESUS M. ORTIZ
Registered Agent

Dated: 7/31/02

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