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FLORIDA PROFIT CORPORATION OR P.A.

ALL LADIES SHOES CORP.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 12, 2002

LAZARUS CORPORATE FILING SERVICE

SUBJECT: ALL LADIES SHOES CORP.
REF: W02000026627

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

LIST THE CORPORATE NAME ON THE CERTIFICATE PAGE.

If you have any further questions concerning your document, please call (850) 245-6067.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

ALL LADIES SHOES CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED incorporator does hereby make subscribe, acknowledge and file with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be

ALL LADIES SHOES CORP.

ARTICLE II - GENERAL NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this Corporation par \$1.00 Value shall be:

<u>SHARES</u>	<u>PAR VALUE</u>
1,000	\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be no less than Five Hundred (500.00) Dollars.

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ARTICLE V - TERM OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the state of Florida, and to establish branch Offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

1857 N.E. Miami Garden Drive
North Miami Beach, Fl. 33162

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less one (1) and not more than nine (9) directors, the number of the same to be fixed by the Corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting. Any officer of the Corporation may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present, by the affirmative vote of a majority of the Directors present.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors are:

DIRECTORS

ADDRESS

RICHARD ANTHONY LAJES

11510 S.W. 80th Street
Miami, Florida 33173

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The member of the first Board of directors, unless otherwise provide by the by-laws, shall hold office for the first year of the corporate existence of until their successors are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER SHARES</u>
RICHARD ANTHONY LAJES	11510 S.W. 80th Street Miami, Florida 33173	1,000

ARTICLE X - OFFICERS

The officers of this Corporation shall be a President, who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may be deemed necessary.

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also mad the Secretary or Assistant Secretary of this Corporation. The initial officers of the Corporation shall be as follow:

<u>OFFICERS</u>	<u>ADDRESS</u>
RICEARD ANTHONY LAJES (President).	11510 S/W. 80th Street, Miami, F13317.
RICAHRD ANTHONY LAJES (Secretary),	" " " " " "
RICHARD ANTHONY LAJES (Treasurer)	" " " " " "

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ARTICLE XI - REGISTERED AGENT

The registered agent of the Corporation shall be:

NAME

ADDRESS

RICHARD ANTHONY LAJES

11510 S.W. 80th Street
Miami, Florida 33173

The registered office of the Corporation shall be:

11510 S.W. 80th Street
Miami, Florida 33173

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, _____ undersigned. Being each of the original subscriber (s) to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida. Under the Laws of Florida, do _____ make and file these Articles. Hereby declaring and certifying that the facts herein started are true and do _____ respectfully agree to take the numbers of shares hereinabove set forth, and hereunto _____ hand _____ and seals, this _____ day of _____, 199_

Richard A Lajes
RICHARD ANTHONY LAJES

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 6073325, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The Name Corporation is: ALL Ladics shoes Corp.

RICHARD ANTHONY LAJES

2. The name and address of the registered agent and office is:

11510 S.W. 80th Street
Miami, Florida 33173

(P.O.Box not acceptable)

Miami, Florida 33173

(City/State/Zip)

SIGNATURE: Richard A Lajes
(Corporate Officer)

RICHARD ANTHONY LAJES

TITLE: President / Secretary / Treasurer

DATE: September 11, 2002

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Richard A Lajes
RICHARD ANTHONY LAJES

DATE: September 11, 2002