

CAPITAL CONNECTION

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

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

ACCO SHOES CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

ACCO SHOES CORP.

ARTICLE I - NAME

The name of this Corporation is ACCO SHOES CORP.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 1553 NE 167TH Street, North Miami Beach, Florida 33162. The name and address of the initial registered agent for the Corporation is Benjamin R. Metsch, 1455 NW 14TH Street, Miami, Florida 33125.

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ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Victor Acco	1553 NE 167 th Street, North Miami Beach, Florida 33162

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Victor Acco	President, Vice-President, Secretary and Treasurer

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 1455 NW 14th Street, Miami, Florida 33125.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 19th day of September, 2002.



BENJAMIN R. METSCH
(Incorporator)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally
appeared BENJAMIN R. METSCH, known to me and known by me to be the person, who, as
Incorporator, executed the foregoing Articles of Incorporation of ACCO SHOES CORP., and he
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 19th day of September, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Ninette M Ortiz
My Commission CC874296
Expires September 26, 2003

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 19TH DAY OF SEPTEMBER, 2002.



BENJAMIN R. METSCH