

PO200011599

JOSEPH M. FILLOY

CERTIFIED PUBLIC ACCOUNTANT, P.A.

MEMBER

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

NEW WORLD TOWER - SUITE 700  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132  
TEL.: (305) 373-7515 - FAX: (305) 373-6620

October 9, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500008397415--9  
-10/16/02--01033--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed are the Articles of Incorporation of ITALIAN DESIGN FOOTWEAR, INC. I am also enclosing a check for \$78.75 to cover the filing fees.

Sincerely,



Dayuri Mirabella  
Secretary for Joseph M. Filloy  
Certified Public Accountant

FILED  
2002 OCT 16 PM 2:39  
TALLAHASSEE FLORIDA

10/16/02

ARTICLES OF INCORPORATION OF  
ITALIAN DESIGN FOOTWEAR, INC.

FILED

2002 OCT 16 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is ITALIAN DESIGN FOOTWEAR, INC.

ARTICLE II - PURPOSE

This Corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is 100 N. Biscayne Blvd, Suite 700, Miami, Florida 33132. The name of the initial Registered Agent of this corporation is, Joseph M. Filloy, mailing address is 100 N. Biscayne Blvd, Suite 700, Miami, Florida 33132.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation is:

Joseph M. Filloy

## ARTICLE VII - INCORPORATOR

The name and address of the person signing this articles is:

Joseph M. Filloy  
100 N. Biscayne Blvd, Suite 700  
Miami, Florida 33132

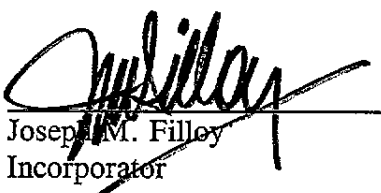
## ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

## ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation on October 2, 2002.

  
Joseph M. Filloy  
Incorporator

STATE OF FLORIDA)

(  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Joseph M. Filloy, who is personally known to me, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 2 of October of 2002.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE



Dolores Ruiz  
Commission # DD137565  
Expires Aug. 26, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

My Commission Expires:

**WITNESSETH:**

That ITALIAN DESIGN FOOTWEAR, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Joseph M. Filloy, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named by the first Board of Directors of ITALIAN DESIGN FOOTWEAR, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 2 of October 2002.

  
\_\_\_\_\_  
Joseph M. Filloy, Registered Agent

**FILED**  
2002 OCT 16 PM 2:39  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA