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LAW OFFICE OF MITCHELL A. HIPSMAN, P.A.

1111 KANE CONCOURSE • SUITE 401 BAY HARBOR ISLANDS, FLORIDA 33154

MITCHELL A. HIPSMAN BOARD CERTIFIED IN WILLS, TRUSTS, & ESTATES LAW TEL.: (305) 864-4191 FAX: (305) 865-3434

October 27, 2002

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

RE: Foot Flair Shoes, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for Shoe Freak, Inc. Please file the enclosed Articles, and return **one certified copy**, together with the Secretary of State's confirmation letter, directly to the undersigned.

A check in the amount of \$78.75, for the \$35.00 filing fee, the \$35.00 Resident Agent designation fee, and \$8.75 for **one certified copy of the Articles of Incorporation**, is also enclosed.

If you have any questions or require additional information in order to file the Articles of Incorporation, please do not hesitate to contact the undersigned.

Thank you for your cooperation.

Very truly yours,

Mitchell A Hinsman

Enclosures

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ARTICLES OF INCORPORATION OF FOOT FLAIR SHOES, INC.

FILED

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LEGMETANT UP STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND BUSINESS ADDRESS

The name of the corporation shall be:

Foot Flair Shoes, Inc.

The address of the principal office of this corporation shall be 9530 Harding Ave., Surfside, FL 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any and all businesses and activities permitted under the laws of the United States of America and the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1 par value per share.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9530 Harding Ave., Surfside, FL 33154, and the name of the initial registered agent of the corporation at that address is Saul C. Wintrub, who hereby accepts his appointment as registered agent.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall initially have two officers and two directors. The names and street address of the initial officers and directors, who shall hold office for the first year of the corporation or until their successors are elected or appointed, are:

> Aharon Shakury, Director / President Saul C. Wintrub, Director / Vice President / Secretary / Treasurer 9530 Harding Ave. Surfside, FL 33154

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Saul C. Wintrub 9530 Harding Ave. Surfside, FL 33154

EXECUTED on October 28, 2002.

Incorporator / Director / Registered Agent

STATE OF FLORIDA COUNTY OF MIAMI-DADE) ss:

Subscribed and acknowledged before me on October 23, 2002, by SAUL C.

WINTRUB, who is personally known to me.

(SEAL)

Mitchell A. Hipsman Commission # DD132258

Expires Aug. 14, 2006 Bonded Thru Atlantic Bonding Co., Inc.