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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

03 APR - 2 AM 9:15  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Bhena's Footwear, Incorporated

Certificate of Status	1
Certified Copy	0
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Handwritten signature and date 4/2/03

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Bhena's Footwear, Incorporated

### Article II. Address

The Corporation's mailing address is:  
Bhena's Footwear, Incorporated  
567 NW 27th Street  
Miami FL 33127

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Oscar Levin  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Glenn Lall

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Oscar Levin | FL Bar Member 0262994  
Greenberg Traurig, P.A.  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131  
305-579-0500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Oscar Levin  
Greenberg Traurig, P.A.  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 2, 2003.

The undersigned incorporator executed these Articles of Incorporation on April 2, 2003.



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OSCAR LEVIN

D. Stoutt as attorney-in-fact for:

Oscar Levin | FL Bar Member 0262994  
Greenberg Traurig, P.A.  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131  
305-579-0500

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Bhena's Footwear, Incorporated

**REGISTERED AGENT/OFFICE:**

Oscar Levin  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



OSCAR LEVIN

D. Stoutt as attorney-in-fact for:

Date: April 2, 2003

Oscar Levin | FL Bar Member 0262994  
Greenberg Traurig, P.A.  
1221 Brickell Avenue, 21st Floor  
Miami FL 33131  
305-579-0500

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