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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
Fax Number : (850) 224-7047

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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

WOODSTOCK SANDALS & SHOES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WOODSTOCK SANDALS & SHOES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **WOODSTOCK SANDALS & SHOES, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **255 Front Street, Key West, FL 33040.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a par value of one-dollar (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Edward W. Horan, 608 Whitehead Street, Key West, FL 33040.

ARTICLE V: INCORPORATOR

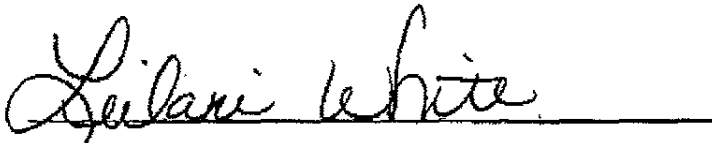
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is P/ Phillip M. Hochberg, VP/ Joseph E. Hochberg, S/T Adriana O. Hochberg, 257 Front Street, Key West, FL 33040.

The undersigned has executed these Articles of Incorporation this 14th day of May 2003.

"Capital Connection, Inc. by Leilani White, Client Representative"

A handwritten signature in cursive script, reading "Leilani White", is written over a horizontal line.

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**CONSENT TO SERVE AS REGISTERED AGENT FOR
WOODSTOCK SANDALS & SHOES, INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: 5/14/03


EDWARD W. HORAN

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