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Florida Department of State  
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TALLAHASSEE

**FLORIDA PROFIT CORPORATION OR P.A.**

**NEW YORK SHOES, INC.**

Certificate of Status	0
Certified Copy	1
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T. SMITH MAY 15 2003

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ARTICLES OF INCORPORATION  
OF  
NEW YORK SHOES, INC.

ARTICLE I: NAME

The name of the corporation is: New York Shoes, Inc.

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One thousand (1,000) shares of No Par Value Common Stock, which shall be designed "Common Stock"

Prepared by: Winston H. Sosa, Esq.  
782 N.W. 42 Ave. #530  
Miami, Florida 33126  
305 461 3537  
Florida Bar No. 436933

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MA  
R.F.

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#### **ARTICLE V: PREMPTIVE RIGHTS**

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

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is:

50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

The name of the initial registered agent of this corporation is:

RAMON A. FERNANDEZ  
50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have Two (2) directors, initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than One (1).

The names and addresses of the initial directors of this corporation are:

RAMON A. FERNANDEZ  
50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

MARIA ALEMANY  
50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

M.A.  
R.F.

**ARTICLE VIII: INDEMNIFICATION**

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

**ARTICLE IX: INCORPORATORS**

The names and address of the person(s) signing these articles of incorporation are:

RAMON A. FERNANDEZ  
50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

MARIA ALEMANY  
50 N.W. 55<sup>th</sup> Court  
Miami, Florida 33126

IN WITNESS WHEREOF: the undersigned subscribers have executed these Articles of Incorporation this 15<sup>th</sup> day of May, 2003

  
\_\_\_\_\_  
Ramon A. Fernandez

  
\_\_\_\_\_  
Maria Alemany

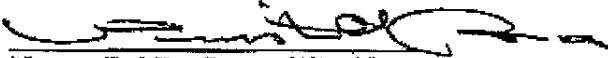
**STATE OF FLORIDA  
COUNTY OF DADE**

**BEFORE ME, the undersigned authority, personally appeared RAMON A. FERNANDEZ and MARIA ALEMANY known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed same for the purpose therein expressed.**

TOTAL P.05

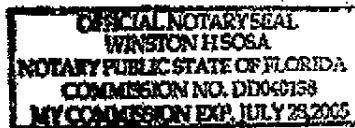
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The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of May, 2003, who are personally known to me or who have produced ~~6455-721-52-1629~~ and ~~295641065 09~~ as identification and who did take an oath.



Notary Public, State of Florida  
Winston H. Sosa

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
REGISTER OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

NEW YORK SHOES, INC.

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named Ramon A. Fernandez, located at 50 N.W. 5<sup>th</sup> Court, Miami, Florida as its agent to accept service of process within the state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Registered Agent  
Ramon A. Fernandez

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TALLAHASSEE, FLORIDA

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