

**Electronic Articles of Incorporation
For**

**P03000066293
FILED
June 13, 2003
Sec. Of State**

SHOE CITY, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SHOE CITY, INC.

Article II

The principal place of business address:

249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701

The mailing address of the corporation is:

249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000

Article V

The name and Florida street address of the registered agent is:

SHERI FOGG
1900 BOOTHE CIRCLE
SUITE 100
LONGWOOD, FL. 32750

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: SHERI FOGG

Article VI

The name and address of the incorporator is:

DEAN APTEL
LEGALFILINGS.COM, INC.
20121 VENTURA BLVD., SUITE 302
WOODLAND HILLS, CA 91364

Incorporator Signature: DEAN PATEL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
SHERI FOGG
249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701

Title: VP
JONATHAN FOGG
249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701

Title: SD
KAREN SPENCER
249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701

Title: TRES
JAMES M MCMILLAN
249 SHEPPARD STREET
ALTAMONTE SPRINGS, FL. 32701