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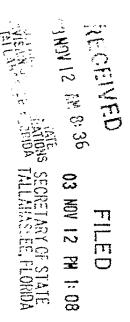
(Requestor's Name)
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CORPORATION NAME(S) & DOCUMENT	3	
1. SHOES WAREHOUS	SE OUTLET STORE, INC.	
(Corporation Name)	(Document #)	
(Corporation Name)	(Document #)	
3. (Corporation Name)	(Document #)	
4		
(Corporation Name) Pick up time 2.06	(Document #)	
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NEW FILINGS AM	ENDMENTS	
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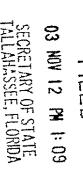
ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, here by adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SHOES WAREHOUSE OUTLET STORE, Inc.



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

1056 SW 143rd Place, Miami, FL 33184

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100%

ARTICLES IV -INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Arianne Baez 1056 SW 143rd Place, Miami, FL 33184

ARTICLE V ~ INCORPORATOR

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

Arianne Baez 1056 SW 143rd Place Miami, FL 33184

The undersigned incorporator has executed these Articles of Incorporation this 19thday of November 2003

ARTICLE VI- DIRECTOR(S)

O3 NOV 12 PH 1: 0

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Arianne Baez President. 1056 SW 143rd Place Miami, FL 33184

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent Signature