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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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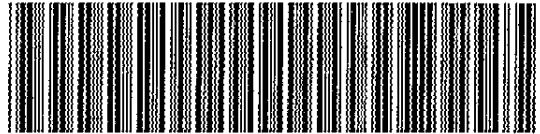
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW
1221 AIRPORT ROAD • SUITE 209
DESTIN, FLORIDA 32541
TEL: (850) 837-1171
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October 16, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

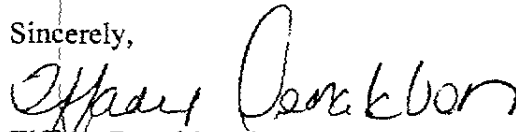
RE: Articles of Incorporation for Shoe, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,



Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

ARTICLES OF INCORPORATION

OF

SHOE, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is Shoe, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

149 Market Street N
Sandestin, Florida 32550

The mailing address of this corporation shall be:

50 Uptown Grayton Circle
Grayton Beach, Florida 32459

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Anthony Derck, 50 Uptown Grayton Circle, Grayton Beach, Florida 32459.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Anthony Derck
50 Uptown Grayton Circle
Grayton Beach, Florida 32459

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of three (3) directors. The names and addresses are as follows:

Director	Craig Harris 50 Uptown Grayton Circle Grayton Beach, Florida 32459
Director	Mary Derck 50 Uptown Grayton Circle Grayton Beach, Florida 32459
Director	Anthony Derck 50 Uptown Grayton Circle Grayton Beach, Florida 32459

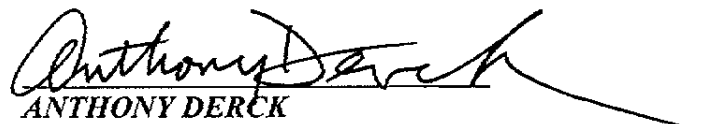
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 16 day of October, 2003.


ANTHONY DERCK

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16 day of October, 2003, by Anthony Derck, who is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Tiffany Donaldson
NOTARY PUBLIC
My Commission Expires: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Shoe, Inc.
2. The name of the registered agent is Anthony Derck. The address of the registered office is 50 Uptown Grayton Circle, Grayton Beach, Florida 32459.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 16 day of October, 2003.


ANTHONY DERCK
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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