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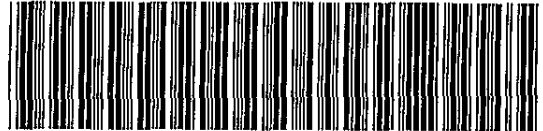
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03 DEC 10 AM 10:09

SECRETARY OF STATE
ALLAHABAD

**ARTICLES OF INCORPORATION
OF
SHOES MANIA 9.99 & UP, INC.
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321**

FILED
03 DEC 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

*The name of the corporation is SHOES MANIA 9.99 & UP, INC.
8233 SUNSET STRIP SUNRISE FLORIDA, 33321*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 SHARES of ONE DOLLAR (\$1.00) par value stock, which shall be designated as "COMMON STOCK".

ARTICLE IV - PREEMPTIVE 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7435 NORTH WEST 57TH STREET TAMARAC, FLORIDA 33319, and the name of the initial registered agent of this corporation at this address is CARL S. PITTER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

*IRDILYN D. BROWN
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321*

*ANDREW BERNARD
8233 SUNSET STRIP
SUNRISE, FLORIDA 33321*

ARTICLE VII – OFFICERS

The name and address of the initial officers of the corporation are:

PRESIDENT:

*IRDILYN D. BROWN
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321*

VICE PRESIDENT:

*ANDREW BERNARD
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321*

TREASURER:

*IRDILYN D. BROWN
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321*

SECRETARY:

*IRDILYN D. BROWN
8233 SUNSET STRIP
SUNRISE FLORIDA, 33321*

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ARTICLE VIII – INCORPORATOR

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

**IRDILYN D. BROWN
8233 SUNSET STRIP
SUNRISE, FLORIDA 33321**

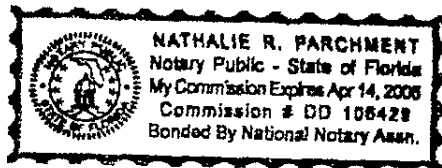
IN WITNESS THEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION on the 2ND of DECEMBER, 2003.

x *Irilyn D. Brown*

**(STATE OF FLORIDA
COUNTY OF BROWARD)**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared IRDILYN D. BROWN known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those ARTICLES OF INCORPORATION.

IN WITNES WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2ND day of DECEMBER, 2003.



Nathalie R. Parchment
NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Carl S. Pitter
RESIDENT AGENT: CARL S. PITTE