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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 DEC 15 PM 3:03

12/24/03

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: RBC Footwear Inc.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00      \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate of Status
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**ADDITIONAL COPY REQUIRED**

FROM: Roberto C. Berredo  
Name (Printed or typed)

12101 SW 82<sup>nd</sup> Ave  
Address

Miami, Florida 33156  
City, State & Zip

(305) 232-8582  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
RBC FOOTWEAR, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is

**RBC FOOTWEAR, INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The initial street address of the principal office of this corporation is to be at 12101 SW 82ND AVE, MIAMI, FL 33156.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

**ARTICLE V - REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That RBC FOOTWEAR, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named ROBERTO C. BERREDO located at 12101 SW 82 AVE, MIAMI, FL 33156 as its agent to accept service of process within this State.

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TALLAHASSEE, FLORIDA  
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EFFECTIVE DATE  
12-12-03

### **ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

### **ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VII. 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 already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

### **ARTICLE VIII. SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

### **ARTICLE IX. DIRECTORS**

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors are:

ROBERTO C. BERREDO	12101 SW 82 AVE
Director	MIAMI, FL 33156

DEISE C. BERREDO	12101 SW 82 AVE
Director	MIAMI, FL 33156

### **ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ROBERTO C. BERREDO  
President

12101 SW 82 AVE  
MIAMI, FL 33156

DEISE C. BERREDO  
Vice-President and Secretary

12101 SW 82 AVE  
MIAMI, FL 33156

### ARTICLE XI INCORPORATOR

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

ROBERTO C. BERREDO

12101 SW 82 AVE  
MIAMI, FL 33156

DEISE C. BERREDO

12101 SW 82 AVE  
MIAMI, FL 33156

### ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on

Date of execution and acknowledgment.

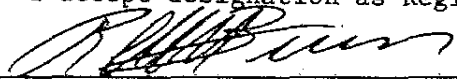
### ARTICLE XIII AMENDMENT


These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, seal on this

12<sup>th</sup> day of December, 2003.

I accept designation as Registered Agent

 (Seal)  
ROBERTO C. BERREDO / REGISTERED AGENT

 (Seal)  
DEISE C. BERREDO

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