

**Electronic Articles of Incorporation
For**

P04000028110
FILED
February 11, 2004
Sec. Of State

THE SHOE DEPOT, 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:

THE SHOE DEPOT, INC.

Article II

The principal place of business address:

505 KISSIMMEE PARK ROAD
ST. CLOUD, FL. US 34769

The mailing address of the corporation is:

1903 SIR LANCELOT CIRCLE
ST. CLOUD, FL. US 34772

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:

100

Article V

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

DANETTE TRAVIS
1903 SIR LANCELOT CIRCLE
ST. CLOUD, FL. 34772

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

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Registered Agent Signature: DANETTE TRAVIS

Article VI

The name and address of the incorporator is:

DANETTE TRAVIS
1903 SIR LANCELOT CIRCLE
ST. CLOUD, FL 34772

Incorporator Signature: DANETTE TRAVIS

Article VII

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

Title: P
DANETTE TRAVIS
1903 SIR LANCELOT CIRCLE
ST. CLOUD, FL. 34772 US

Title: VP
JAMES D TRAVIS
1903 SIR LANCELOT CIRCLE
ST. CLOUD, FL. 34772 US

Article VIII

The effective date for this corporation shall be:

02/11/2004