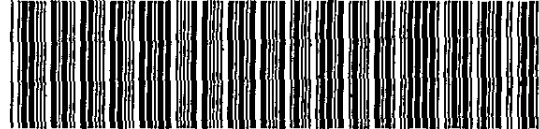


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(Requestor's Name)



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1000 W. US 1  
OPALOCKA, FLORIDA

ARTICLES OF INCORPORATION  
OF  
\$9.99 AND UP DIANA SHOES, INC.

ARTICLE I

NAME

The name of this corporation is \$9.99 AND UP DIANA SHOES, INC., and the mailing address is 2000 OPALOCKA BLV. OPALOCKA, FL 33054

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purpose or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLES III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin is the date on which these articles of Incorporation are filed with the Secretary of State Of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2441 N.W. 208 ST OPALOCKA, FL 33056 and the name of the initial registered agent of this Corporation is Mrs. DIANA COLVIN

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors(s) of this Corporation are:

DIANA COLVIN

2441 N.W. 208 ST  
OPALOCKA, FL 33056

ARTICLES VII

OFFICERS

The officers of the corporation shall be as followed:

DIANA COLVIN

PRESIDENT/SECRETARY

2441 N.W. 208 ST  
OPALOCKA, FL 33056

## ARTICLES VIII

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

## ARTICLE IX

### POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

## ARTICLE X

### DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

## ARTICLE XI

### INDEMNIFICATION

This Corporation Shall Indemnify any and all of its Directors, officers, Employees or agents or former Directors, officers, employees or agents or any persons who may have served at its request as a Director, officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as therein provided. the foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

100

INCORPORATION

DIANA COLVIN

2441 N.W. 208 ST  
OPALOCKA, FL 33056

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation.

Dated: 5/17/04

*[Handwritten signature]*

## ACKNOWLEDGEMENT

STATE OF FLORIDA )  
 )  
 ) SS.  
COUNTY OF DADE )

BEFORE Me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mrs. DIANA COLVIN known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set hand and affixed  
my official seal, in the State of County aforesaid, this 17  
day of MAY, A.D., 2004.

~~Notary Public~~

My commission expires:



G. M. Garcia  
My Commission DD269675  
Expires March 21, 2008

04 MAY 19 PM 4:20

STATE OF FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

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

That #9.99 AND UP DIANA SHOES, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named to Mrs. DIANA COLVIN 2441 N.W. 208 ST, OPALOCKA, FL 33056 its as agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at 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.

  
\_\_\_\_\_