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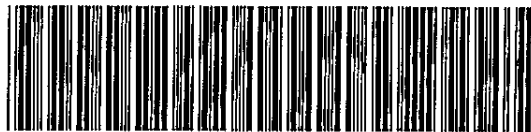
(Business Entity Name)

(Document Number)

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*Julianne R. Frank*

A PROFESSIONAL ASSOCIATION  
July 8, 2004

ATTORNEY AT LAW

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: NORTH AMERICAN SHOE CORPORATION

Dear Sir/Madam:

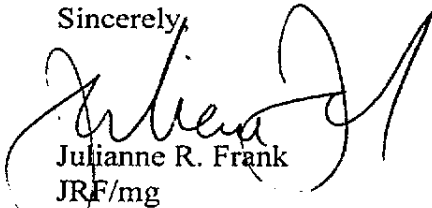
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee        \$35.00  
Certified copy fee \$52.50  
Registered Agent \$35.00  
Designation

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Julianne R. Frank  
JRF/mg

Enclosures as stated

CC: Steven J. Kallenberg

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**ARTICLES OF INCORPORATION  
OF  
NORTH AMERICAN SHOE CORPORATION**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is to be NORTH AMERICAN SHOE CORPORATION.

**ARTICLE II**

**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in retail shoe sales and related retail marketing.
2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the

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opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## **ARTICLE IV**

### **Capital Stock**

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

## **ARTICLE V**

### **Initial Principal Business Address**

The initial principal business address of the Corporation shall be 460 S. Rosemary Ave., Ste 170E, West Palm Beach, FL 33401.

## ARTICLE VI

### Initial Registered Agent

### and Office of Registered Agent

The street address of the initial registered office of the Corporation is 460 S. Rosemary Ave., Ste 170E, West Palm Beach, FL 33401. The name of the Registered Agent at such address is Steven J. Kallenberg.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Director shall consist of 2. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Steven J. Kallenberg	460 S. Rosemary Ave., Ste 170E West Palm Beach, FL 33401

## ARTICLE VIII

### Incorporator

The name and address of the person signing these Articles of Incorporation is Steven J. Kallenberg, 460 S. Rosemary Ave., Ste 170E, West Palm Beach, FL 33401.

## ARTICLE IX

### Restrictions on Transfer of Corporate Stock

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The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

## **ARTICLE X**

### **Shareholders' Preemptive Rights**

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI**

### **Directors' Management Powers**

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

## **ARTICLE XII**

### **Amendment**

The Corporation reserves the right to amend or repeal any Amendment thereto, and any right

conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 2<sup>nd</sup> day of


July, 2004.

  
STEVEN J. KALLENBERG

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared

STEVEN J. Kallenberg who acknowledged before me that he signed the within instrument as his  
own act and deed. FDL# K451-790-54-087-0

DATED this 2<sup>nd</sup> day of JULY, 2004.

  
NOTARY PUBLIC  
State of Florida  
My Commission expires



Matilda Garcia  
My Commission CC967911  
Expires September 19 2004

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

**FIRST:** That NORTH AMERICAN SHOE CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the city of Riviera Beach, Florida, has named Steven J. Kallenberg located at 460 S. Rosemary Ave., Ste 170E, West Palm Beach, FL 33401, as its agent to accept service of process for the Corporation within this State.

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.

  
STEVEN J. KALLENBERG

FILED  
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