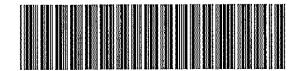
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SECRETARY OF STATE
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October 28, 2004

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

Re: Ah! Shoe, Inc.

Gentlemen:

Enclosed, please find the original and one copy of Articles of Incorporation and the Certificate and Acknowledgment of Registered Agent, together with my check in the amount of \$78.75.

This payment represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Beverly Williamson, Incorporating Director

Beverly Williamson 905 67th Avenue Terrace West Bradenton, FL 34207 (941) 224-7799

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ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Ah! Shoe, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

905 67th Ave. Terrace West Bradenton, FL 34207

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Beverly J. Williamson 905 67th Ave. Terrace West Bradenton, FL 34207

ARTICLE V INCORPORATOR

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

Beverly J. Williamson 905 67th Ave. Terrace West Bradenton, FL 34207

ARTICLE VI OFFICERS

The initial corporate officers are:

Beverly J. Williamson, President

ARTICLE VII EFFECTIVE DATE

The effective date of the corporation shall be the:

First day of November, 2004

The undersigned incorporator has executed these Articles of Incorporation this

Twenty-ninth day of October, 2004

Beverly J. Williamson, President

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

Ah! Shoe, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above named corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

905 67th Avenue Terrace West Bradenton, FL 34207

has named:

Beverly Williamson

located at the aforesaid address as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

Beverly J. Williamson

(date)