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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FRANK, WEINBERG, BLACK, P.L.
Account Number : I20040000083
Phone : (954) 474-8000
Fax Number : (954) 474-9850

2005 JAN 20 AM 10:55
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Nicholson Footware, Inc.

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H05000015664 3

**ARTICLES OF INCORPORATION
OF
NICHOLSON FOOTWARE, INC.**

2005 JAN 20 AM 10:55

OFFICE OF STATE
TALLAHASSEE FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Nicholson Footware, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

1038 Tyler Street
Hollywood, FL 33019

Prepared by: Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

Nicholson, Charles (10936,000) Articles of Incorporation

H05000015664 3

H05000015664 3

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Charles Nicholson
1038 Tyler Street
Hollywood, FL 33019

**ARTICLE VI
INCORPORATOR**

The name and street address of the Incorporator is:

Charles Nicholson
1038 Tyler Street
Hollywood, FL 33019

**ARTICLE VII
INITIAL DIRECTORS**


The initial directors of this Corporation are:

Charles Nicholson

**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 19th day of January, 2005.

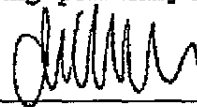


Charles Nicholson, Incorporator

H05000015664 3

H05000015664 3

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Charles Nicholson, Registered Agent

FILED
2005 JAN 20 AM 10:55
CLERK OF STATE
TALLAHASSEE FLORIDA

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