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FLORIDA PROFIT CORPORATION OR P.A.

GNG Shoe Corporation

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 26, 2005

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: GNC SHOE CORPORATION
REF: W05000003945

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
GNG Shoe Corporation

Article II. Address

The Corporation's mailing address is:
GNG Shoe Corporation
531 SE 5th Street
Hialeah FL 33010

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Gracie Casanova
531 SE 5th Street
Hialeah FL 33010

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Gracie Casanova
Gary J. Castillo

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 24, 2005.

The undersigned incorporator executed these Articles of Incorporation on January 26, 2005.

Rebecca J. Anderson

CORPORATE CREATIONS INTERNATIONAL INC.

Karla Sarria Vice President

by R.L. Anderson as attorney-in-fact

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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TALLAHASSEE, FLORIDA

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CORPORATION:

GNG Shoe Corporation

REGISTERED AGENT/OFFICE:

**Gracie Casanova
531 SE 5th Street
Hialeah FL 33010**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Rebecca J. Anderson

GRACIE CASANOVA
by R.L. Anderson as attorney-in-fact

Date: January 24, 2005

**Corporate Creations International Inc.
841 Fourth Street
Miami Beach FL 33139
(305) 672-0686**