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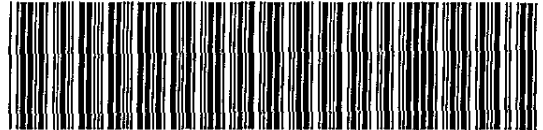
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LAW OFFICES

KENNETH S. SANDLER, P.A.

4700-B Sheridan St. • Hollywood, FL 33021 • (954)962-1000 • Fax: (954) 985-0941

April 19, 2005

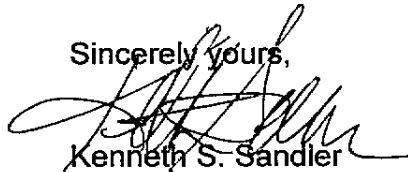
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 322314

RE: ARTICLES OF INCORPORATION
NASA FOOTWEAR GROUP, INC.

Dear Clerk:

Enclosed please find a check in the amount of \$70.00 for filing the Articles of Incorporation for the above referenced corporation. Please return a stamped copy to the undersigned.

Sincerely yours,



Kenneth S. Sandler

KSS/fs
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NASA FOOTWEAR GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **NASA FOOTWEAR GROUP, INC.** The principal place of business of this corporation shall be **10710 NW 18TH COURT, PLANTATION, FLORIDA 33322.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with Five Hundred Dollars (\$500.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be **10710 NW 18TH COURT, PLANTATION, FLORIDA 33322**, and the name of the initial registered agent of the corporation at that address is **MOREY PLAVIN.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code. The corporation further elects to qualify as a "S" corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have two (2) directors, initially. The name and street address of the initial members of the Board of Directors are:

**HARRY RUBEN
10710 NW 18TH COURT
PLANTATION, FL 33322**

**MOREY PLAVIN
10710 NW 18TH COURT
PLANTATION, FL 33322**

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President: **HARRY RUBEN
10710 NW 18TH COURT
PLANTATION, FL 33322**

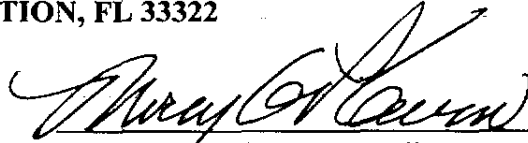
Vice President/Secretary/Treasurer:

**MOREY PLAVIN
10710 NW 18TH COURT
PLANTATION, FL 33322**

ARTICLE X. SUBSCRIBERS

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

**MOREY PLAVIN
10710 NW 18TH COURT
PLANTATION, FL 33322**



MOREY PLAVIN, Subscriber

ARTICLE XI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

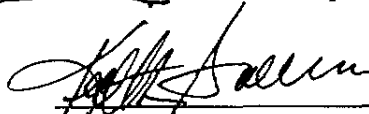
I, **MOREY PLAVIN**, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accepts the duties and responsibilities of the position of Registered Agent under Section 607.0505, Florida Statutes for said Corporation.

BY 

MOREY PLAVIN

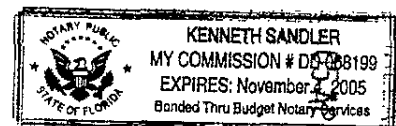
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of April 2005, by **MOREY PLAVIN**, who is personally known to me or who has produced as identification.



Notary Public

My commission expires:



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ASSISTANT
21 PM 1:46