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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA DEPARTMENT OF STATE
TALLahassee, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

soles, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 3, 2005

EMPIRE

SUBJECT: SOLES, INC.
REF: W05000045274

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H05000225814

ARTICLES OF INCORPORATION OF
SOLESINC, INC.

ARTICLE I - NAME

The name of this Corporation is
SOLESINC, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office

of the Corporation is:

1850 N.W. 94TH AVENUE

MIAMI, FL 33172

The name of the initial Registered Agent of this

Corporation is:

DANIEL EDENBURG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial directors. The number of directors may increase from time to time by the By-laws but shall never be less than one (1). The name and address of the initial directors of

this Corporation are:

DANIEL EDENBURG

1850 N.W. 94TH AVENUE

MIAMI, FL 33172

KENICHIRO KONOMI

1850 N.W. 94TH AVENUE

MIAMI, FL 33172

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

DANIEL EDENBURG

1850 N.W. 94TH AVENUE

MIAMI, FL 33172

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed These Articles of Incorporation this 22 day of September, 2005.



DANIEL EDENBURG

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

TOTAL P.06

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IN WITNESS WHEREOF, I have hereunto set my hand on

this 22 day of September, 2005.



DANIEL EDENBURG

Registered Agent

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SECONDARY DE STATE
TALLAHASSEE, FLORIDA

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