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Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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2005 OCT 13 P 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

amc footwear inc

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 12, 2005

EMPIRE

SUBJECT: AMC FOOTWEAR INC
REF: W05000046931

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

H05000240065

**ARTICLES OF INCORPORATION
OF
AMC FOOTWEAR INC**

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2005 OCT 13 P 1:54
TALLAHASSEE, FL 32301
CLERK OF THE CIRCUIT COURT

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: AMC FOOTWEAR INC

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 301 NW 28th STREET, MIAMI, FL 33127

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 200 shares of common stock, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: ALAN RAMER, 1390 SOUTH DIXIE HWY., SUITE 1301, CORAL GABLES, FL 33146

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRESIDENT

RAJINDER ARORA

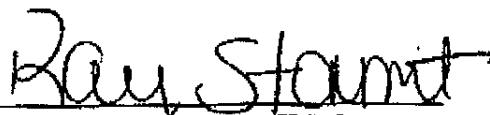
301 NW 28th STREET
MIAMI, FL 33127

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 10TH day of OCTOBER, 2005.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

H05000240065

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

AMC FOOTWEAR INC

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



REGISTERED AGENT

ALLAN RAMER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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