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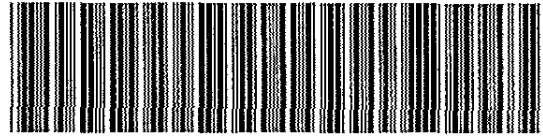
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 OCT -4 PM 4:09

10/5/07

Direct Dial: 919.361.4900
lmicol@maupintaylor.com



WILLIAMS MULLEN
MAUPIN TAYLOR

SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 OCT -4 PM 4:09

October 3, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
VIA FEDERAL EXPRESS

Re: Articles of Incorporation of Downtown Shoe Corp.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation of Downtown Shoe Corp. and a check in the amount of \$78.75. Please file the document and return it to me in the enclosed federal express package.

Very truly yours,

Lisa M. Micol, NCCP
North Carolina Certified Paralegal

Enclosures

Rtp/271865-1

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

480 Beta Building, Headquarters Park, Suite 400 Durham, NC 27713 P.O. Box 13646 Research Triangle Park, NC
27709-3646

Tel: 919.361.4900 Fax: 919.361.2262
www.williamsmullen.com

**ARTICLES OF INCORPORATION
OF
DOWNTOWN SHOE CORP.**

07 OCT -4 PM 4:09

The undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Downtown Shoe Corp. The principal place of business is 2675 Reids Cay, West Palm Beach, Florida 33411.

SECOND: The address of the registered office of the Corporation in the State of Florida is 11327 Okeechobee Blvd. #1, Royal Palm Beach, Palm Beach County, Florida 33411 and the name of the registered agent of the Corporation in the State of Florida at such address is Richard W. Schwartz.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue one million (1,000,000) shares of common stock.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as might be designated from time to time by the board of directors or in the bylaws of the Corporation.

SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director is Steven J. Kallenberg, 2675 Reids Cay, West Palm Beach, Florida 33411.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Williams Mullen P.C., P.O. Box 13646, Research Triangle Park, North Carolina 27709.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of September, 2007.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

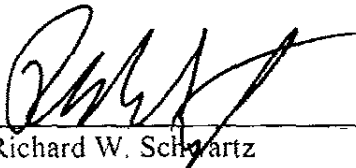
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

Downtown Shoe Corp., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 11327 Okeechobee Blvd. #1, Royal Palm Beach, Florida 33411, has named Richard W. Schwartz as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.



Richard W. Schwartz

SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 OCT -4 PM 4:09