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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

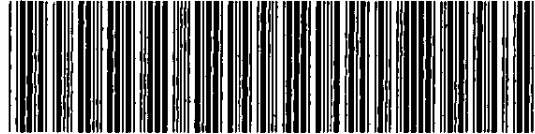
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/27/08--01030--005 **78.75

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2008 SEP 17 A 9 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W08-40252
C# 828

MARK R. LEWIS, P.A.
ATTORNEY AT LAW
PREMIER COMMUNITY BANK COMPLEX
6830 CENTRAL AVE., SUITE D
ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.

PHONE 727-381-1946
FAX 727-384-4633

August 25, 2008

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: House of Shoes, Inc., a new Florida Corporation

Gentlemen:

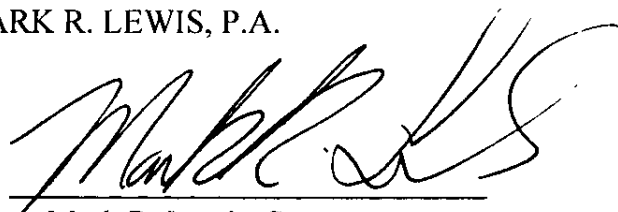
Please find enclosed original and one copy of Articles of Incorporation for House of Shoes, Inc. together with check for \$78.75 to cover costs. Please note corporate existence commenced August 25, 2008.

Please return one certified copy of the Articles in care of the undersigned.

Yours very truly,

MARK R. LEWIS, P.A.

By



Mark R. Lewis, Sr.

MRL/

Encls.

cc: **FIELD**(President)
C:\cf\FUSS\hse-shoes\sec-sta-ltr.wpd

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2008 SEP 17 A 9 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARK R. LEWIS, P.A.
ATTORNEY AT LAW
FIRST BANK COMPLEX
6830 CENTRAL AVE., SUITE D
ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.

PHONE 727-381-1946
FAX 727-384-4633

September 15, 2008

Diane Cushing
Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: House of Shoes, Inc., a new Florida Corporation

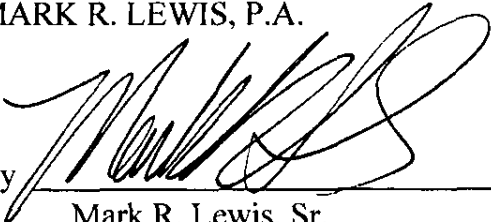
Dear Ms. Cushing:

Please find enclosed original and one copy of Articles of Incorporation for House of Shoes, Inc. Also enclosed is prior communication to us, from your Carolyn Lewis. A review of the old Corporation having this name, shows that it was administratively dissolved September 14, 2007, which was less than a year prior to our originally requested effective date. The new enclosed Articles of Incorporation asks for an effective date of September 16, 2008, more than a year after September 14, 2007. I assume that this clears up the problem. Please call if this is not true as we need to commence a lease on September 16, 2008. You already have our check for \$78.75 to cover costs.

Please return one certified copy of the Articles in care of the undersigned.

Yours very truly,

MARK R. LEWIS, P.A.

By 
Mark R. Lewis, Sr.

MRL/
Encls.

cc: Jonathan A. Fuss
C:\cf\FUSS\hse-shoes\sec-sta-ltr-2nd.wpd



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 28, 2008

MARK R. LEWIS, P.A.
6830 CENTRAL AVE., STE. D
ST. PETERSBURG, FL 33710

SUBJECT: HOUSE OF SHOES, INC.
Ref. Number: W08000040252

We have received your document for HOUSE OF SHOES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
New Filing Section

Letter Number: 808A00047939

ARTICLES OF INCORPORATION

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OF

2008 SEP 17 A 9 20

HOUSE OF SHOES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME AND MAILING ADDRESS

The name of the Corporation House of Shoes, Inc. The mailing address for the corporation is 11950 5th St. E., Treasure Island, FL 33706.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence. The Corporation's existence shall commence September 16, 2008.

ARTICLE THREE - PURPOSE

The purposes for which the Corporation is organized are:

- A. To operate a retail store.
- B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property



necessary for conducting the business of the Corporation.

C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with any other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Corporation.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE FOUR - CAPITAL STOCK

The capital stock of the Corporation shall be 1,000, shares of common stock



having a par value of \$.50 per share.

ARTICLE FIVE - REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 6830 Central Ave., Suite D, St. Petersburg, Florida 33707 and the name of the initial registered agent at such address is MARK R. LEWIS, Sr.

ARTICLE SIX - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one.

ARTICLE SEVEN - INITIAL DIRECTORS

This Corporation shall have Two Directors initially. The name and address of the members of the initial Board of Directors are:

Name

Address

Law Offices of MARK R. LEWIS, P.A.

6830 Central Ave., Suite D

St. Petersburg, FL 33707

Tel No. 727-381-1946

Fax No. 727-384-4633



Shari T. Fuss

11950 5th St. E.
Treasure Island, FL 33706

Marlene Shub

6759 Newport Lake Cir
Boca Raton, FL 33496

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is MARK R. LEWIS, Sr., 6830 Central Ave., Suite D, St. Petersburg, Florida 33707.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. Any By-Laws adopted by the Board of Directors or the Shareholders may be altered, amended, or repealed by the other group except that any By-Law adopted by the Shareholders may provide that it can only be altered, amended, or repealed by the Shareholders.

ARTICLE TEN - CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any

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Tel No. 727-381-1946
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contract or transaction of the Corporation or in which the Corporation is interested; and no contract or transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE ELEVEN - AMENDMENT

Section 1. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders by these Articles of Incorporation or the By-Laws is subject to this reservation.

Section 2. These Articles of Incorporation may be amended in the manner provided by the Florida General Corporation Act effective January 1, 1971, or as it is thereafter amended.

Law Offices of MARK R. LEWIS, P.A.

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St. Petersburg, FL 33707

Tel No. 727-381-1946

Fax No. 727-384-4633



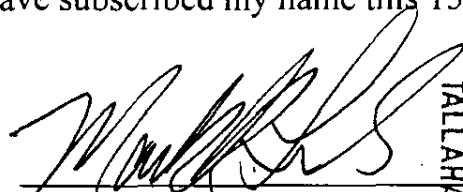
ARTICLE TWELVE - INDEMNIFICATION

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

ARTICLE THIRTEEN - RESTRAINT ON ALIENATION OF SHARES

The Stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-third majority of the Stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of September, 2008.


MARK R. LEWIS, Sr., Incorporated

Law Offices of MARK R. LEWIS, P.A.
6830 Central Ave., Suite D
St. Petersburg, FL 33707
Tel No. 727-381-1946
Fax No. 727-384-4633



2008 SEP 17 A 9 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of SEPTEMBER, 2008 by Mark R. Lewis, Sr. as incorporator of House of Shoes, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced FDL as identification and who did take an oath.



Carrie Kochen
Commission # DD468912
Expires September 6, 2009
Bonded Troy Pain - Insurance, Inc. 800-925-7018

NOTARY PUBLIC

Print: CARRIE KOCHEN

My Commission Expires:
(SEAL)

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the designation of initial Registered Agent for House of Shoes, Inc., as stated in these Articles of Incorporation.

MARK R. LEWIS, Sr., Registered Agent

Dated : 9/16/2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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