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BRINKLEY, MORGAN, ET AL

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Conundrum Footwear, Inc.**

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**Articles of Incorporation  
Of  
Conundrum Footwear, Inc.  
A Florida Corporation**

The undersigned, acting as Incorporator of Conundrum Footwear, Inc. (the "Corporation") under the Florida Business Corporation Act (Chapter 607) of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is Conundrum Footwear, Inc., and the street address of the initial principal office of the Corporation is 10953 North Military Trail, Palm Beach Gardens, Florida 33410.

**ARTICLE II  
EFFECTIVE DATE**

The effective date of the Corporation shall be June 15, 2009.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of engaging and transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$.001 par value Common Stock.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Brinkley, Morgan, Solomon, Tatum, Stanley & Lunny, LLP, 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida, 33301. The name of the initial Registered Agent of the Corporation is Scott P. Chitoff.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The Board of Directors shall initially have one Director to hold office until the first Annual

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Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The name and address of the initial Director of the Corporation is:

NAME

ADDRESS

John W. Weingarten

11870 Stonchaven Way  
West Palm Beach, Florida 33412.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

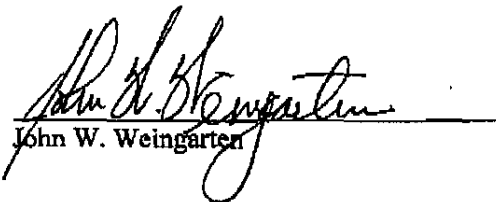
NAME

ADDRESS

John W. Weingarten

10953 North Military Trail  
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of June, 2008.

  
John W. Weingarten

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for Conundrum Footwear, Inc. at the place designated in the foregoing 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 the Florida Business Corporation Act 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.

Dated: June 15, 2009

By: \_\_\_\_\_

Scott P. Chitoff

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