

P95000002076

DIVISION OF CORPORATIONS

NAME AMERICAN ACCOUNTING
ADDRESS 2011 NE 211 St
CITY No Miami Beach STATE FLA ZIP CODE 33179
AREA CODE & PHONE NUMBER 305-653 7350
NAME OF CORPORATION ALL ABOUT SHOES & Accessories, INC.

_____ 01/05/95 10:50 AM

FOR OFFICE USE ONLY

_____ DOMESTIC	_____ AMENDMENT	_____ SEARCH
_____ FOREIGN	_____ DISSOLUTION	_____ MERGER
_____ PROFIT	_____ REINSTATEMENT	_____ MARK
_____ NON-PROFIT	_____ ANNUAL REPORT	_____ RESERVATION
_____ LIMITED PARTNERSHIP	_____ CERTIFICATE UNDER SEAL	_____ CERTIFIED COPY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 5 1995
9 27 5-101 95

B. REC
JAN 10 1995

PICKED UP

FILED
JUN -5 AM 8 00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION
ALL ABOUT SHOES & ACCESSORIES, INC.

ARTICLE I - NAME

The name of the Corporation is ALL ABOUT SHOES & ACCESSORIES, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes:

- a) To engage in the sale of shoes and accessories.
- b) To purchase the Corporate assets of any other Corporation and engage in the same or other character of business.
- c) To exercise all powers convenient to, incident to or necessary in the proper conduct of its business, which are granted to Corporation for profit under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a nominal or par value of \$1.00 per shares; all shares shall be paid in lawful money of The United States of America, the just value thereof shall be fixed by the Board of Directors of the Corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - REGISTERED AGENT

The Registered Agent shall be Johnnie Summerset III located at 435 N.W. 123rd Street North Miami, Florida 33168.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one Director. The number of directors shall either be increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the Board of Directors of this Corporation is:

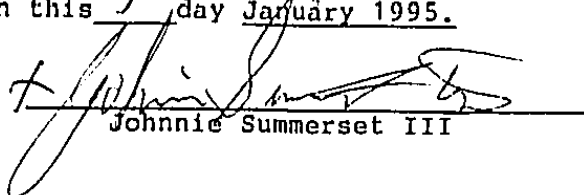
Johnnie Summerset III - 435 N.W. 123rd Street North Miami,
Florida 33168

ARTICLE VII - INCORPORATION

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

Johnnie Summerset III - 435 N.W. 123rd Street North Miami,
Florida 33168

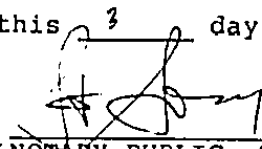
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day January 1995.

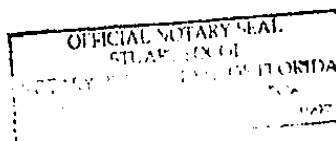

Johnnie Summerset III

STATE OF FLORIDA)
ss
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Johnnie Summerset III.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 3 day of January 1995.


NOTARY PUBLIC, STATE OF FLORIDA



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

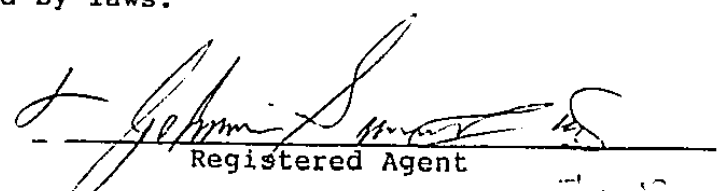
The following is submitted in compliance with Chapter 607 037 ALL ABOUT SHOES & ACCESSORIES, INC., a Corporation under the laws of the State Florida with its principal office located at 13150 West Dixie Highway North Miami, Florida 33161 named JOHNNIE SUMMERSET III located at 435 N.W. 123rd Street North Miami, Florida 33168 as its agent to accept service of process within the State.

<u>NEWLY ELECTED OFFICERS</u>	<u>ADDRESS</u>
<u>JOHNNIE SUMMERSET III-PRS.</u>	<u>435 N.W. 123rd Street North Miami, Florida 33168</u>
<u>RODNEY PRICE - V. PRES.</u>	<u>100 N.E. 99th Street Miami Shores, Florida 33138</u>

<u>NEWLY ELECTED DIRECTORS</u>	<u>ADDRESS</u>
<u>JOHNNIE SUMMERSET III</u>	<u>435 N.W. 123rd Street North Miami, Florida 33168</u>
<u>RODNEY PRICE</u>	<u>100 N.E. 99th Street Miami Shores, Florida 33138</u>

By: 

I agree as Registered Agent to accept service of process; to keep office during prescribed hours; to post my name in some conspicuous place in office as required by laws.


Registered Agent

FILING FEES: \$ 3.00

FILED
MAR 11 1968
CLERK OF THE COURT
JULIA A. HARRIS