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JAMES MCCARTNEY WEARN, P.A.

LAW OFFICES

2023 NORTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33407  
TELEPHONE (407) 850-0055  
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February 2, 1995

FEDERAL EXPRESS

Corporation Division  
Secretary of State  
409 East Gains Street  
Tallahassee, Florida 32314

200001397772  
-02/03/95--01086--011  
\*\*\*122.50 \*\*\*122.50

Re: CLIPPER-SHOE CORPORATION

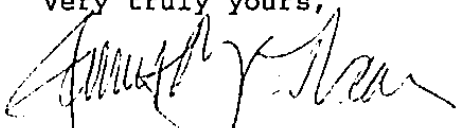
Gentlemen:

Enclosed please find the following documents for filing with your office for the above referenced new corporation:

1. Original and one copy of the Articles of Incorporation with Acceptance of Designation of Registered Agent at the foot thereof.
2. Per §607.0123, Florida Statutes, the effective date of the Articles of Incorporation is February 2, 1995, as specified in Article V of the Articles.
3. Our check payable to your order in the amount of \$122.50 for the filing of the Articles, the designation of registered agent and one certified copy of the Articles.

If any additional information is required, please notify me immediately. Thank you.

Very truly yours,



James McC. Wearn  
JMCCW:jz

Enclosures

EFFECTIVE DATE

FEB 2 1995

ARTICLES OF INCORPORATION

OF

CLIPPER-SHOE CORPORATION

We, the undersigned, natural persons competent to contract, for the purpose of forming a corporation under and in accordance with the Florida General Corporation Act, Chapter 607, Florida Statutes, hereby subscribe to, acknowledge and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is CLIPPER-SHOE CORPORATION.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

EFFECTIVE DATE

FEB 2 1995

All of the shares of such common stock shall be paid for in cash or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, or in any combination thereof, at a just valuation to be fixed by the Board of Directors of the Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof, if other than labor or service in lieu of cash or property, does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

#### ARTICLE IV

##### INITIAL AND WORKING CAPITAL

The initial amount of capital with which this corporation is to begin business is Two Thousand Five Hundred Dollars (\$2,500.00).

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

#### ARTICLE V

##### TERM OF BUSINESS

This corporation is to exist perpetually. The date of corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation if filed with the Florida Secretary of State within five (5) days thereof, or if not, then the date of corporate existence shall begin when so filed.

## ARTICLE VI

### ADDRESS AND REGISTERED AGENT

The initial post office and street address of the principal office of this corporation is 4300 Miller Avenue, West Palm Beach, Florida 33405 and the street address of its initial registered office is 4300 Miller Avenue, West Palm Beach, Florida 33405. The Board of Directors may from time to time move the principal office of this corporation to any other address in Florida.

The initial registered agent is Thomas C. D'Alessandro. The Board of Directors may remove and replace any designated registered agent.

## ARTICLE VII

### DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time according to the by-laws adopted by the stockholders at any time.

## ARTICLE VIII

### INITIAL DIRECTOR

The name and address of the initial director of the corporation who shall hold office until the first annual meeting of the shareholders of the corporation or until his successor is elected or appointed and have qualified are:

Thomas C. D'Alessandro  
4300 Miller Avenue  
West Palm Beach, Florida 33405

ARTICLE IX

INCORPORATORS

The name and address of the initial incorporator:

Thomas C. D'Alessandro  
4300 Miller Avenue  
West Palm Beach, Florida 33405

ARTICLE X

PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights to acquire the corporation's unissued shares as set forth in Section 607.0630, Florida Statutes.

ARTICLE XI

BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such by-laws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the by-laws of the corporation.

The Board of Directors of this corporation may adopt by-laws to be effective only in an "emergency." An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency by-laws are sub-

ject to amendment or repeal by the shareholders as well as the directors as described in Section 607.0207, Florida Statutes.

#### ARTICLE XII

##### INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, or any former officer or director, and shall inure to the benefit of the heirs, personal representatives/executors, and administrators of such a person. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

#### ARTICLE XIII

##### AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by Section 607.0901, Florida Statutes.

ARTICLE XIV

AMENDMENTS

The corporation reserves the right to amend, add to or repeal any and all provisions contained in these Articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the by-laws.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2 day of February, 1995.

  
Thomas C. D'Alessandro

STATE OF FLORIDA


SS

COUNTY OF PALM BEACH

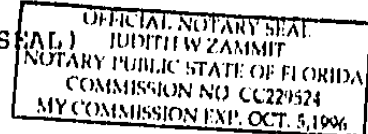
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS C. D'ALESSANDRO to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State

named above this 2<sup>nd</sup> day of February, 1995.

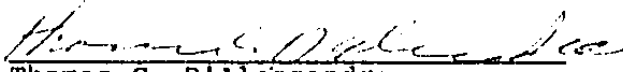
  
Notary Public, State of Florida  
My commission expires:

(NOTARIAL SEAL)



ACCEPTANCE OF REGISTERED AGENT

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

  
Thomas C. D'Alessandro

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