

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000010536

ACCOUNT NO. : 072100000032

REFERENCE : 537796 145830A

AUTHORIZATION :

COST LIMIT : ~~570.00~~

Prepaid

ORDER DATE : February 7, 1995

ORDER TIME : 11:10 AM

ORDER NO. : 537796

CUSTOMER NO: 145830A

CUSTOMER: Mr. Arnold Barbara
THE 1,000,000.00 DOLLARS
CORPORATION
Suite 204
8500 Southwest 8th Street
Miami, FL 33144

0000011399320
0000000000000000
*****00.00 *****00.00

DOMESTIC FILING

P95000010536
NAME: DESIGNER SHOE LIQUIDATORS OF
FLORIDA, INC.

639.5-2848
787,534,671
XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *TRW*

RECEIVED
95 FEB -7 PM 12:02
DIVISION OF CORPORATION
95 FEB -7 AM 11:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-7-95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 8, 1995

*Please give the 74th's
file date*

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: DESIGNER SHOE LIQUIDATORS OF FLORIDA, INC.
Ref. Number: W95000002848

We have received your document for DESIGNER SHOE LIQUIDATORS OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 195A00005377

RECEIVED
95 FEB -8 AM 11:15
DIVISION OF CORPORATIONS

EFFECTIVE DATE
2-7-75

ARTICLES OF INCORPORATION

OF

DESIGNER SHOE LIQUIDATORS OF FLORIDA, INC.

FILED
95 FEB -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

DESIGNER SHOE LIQUIDATORS OF FLORIDA, INC.

The principal office address shall be 8500 S.W. 8th Street, Suite 204, Miami, FL 33144.

ARTICLE II - TERM AND COMMENCEMENT OF EXISTENCE

The corporation is to exist perpetually. This corporation shall commence to exist on FEBRUARY 7, 1995

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - NAME OF REGISTERED
AGENT AND ADDRESS OF REGISTERED AGENT

The name and street address of the corporation's initial registered resident agent shall be: TIRZA LAINEZ, 8500 S.W. 8TH STREET, SUITE 204, MIAMI, FLORIDA 33144.

ARTICLE VI - DIRECTORS

Initially this corporation shall have one Director. The number of Directors may be increased or diminished from time to time by laws adopted by the stockholders.

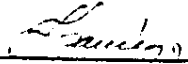
ARTICLE VII - INITIAL DIRECTOR

The name and address of each member of the first Board of Directors is:

TIRZA LAINEZ
8500 S.W. 8TH STREET, SUITE 204
MIAMI, FLORIDA 33144

ARTICLE VIII - INCORPORATOR

Same as above.



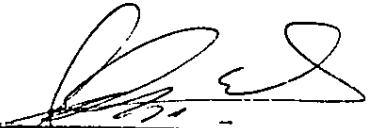
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared TIRZA LAINEZ to me known to be the person described as Incorporator and Acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 6th day of February 1995.





NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

NAME: TIRZA LAINEZ
ADDRESS: 8500 S.W. 8TH STREET, SUITE 204
MIAMI, FLORIDA 33144



TIRZA LAINEZ

FILED
95 FEB -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA