

LORETTA FABRICANT C.P.A. P.A.

P95000029737

April 6, 1995

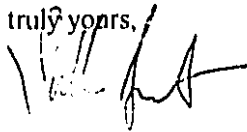
Secretary of State  
PO Box 6327  
Tallahassee, FL 32314

600001453256  
-04/11/95--01070--004  
\*\*\*\*225.00 \*\*\*\*225.00

Dear Sirs:

Please register this corporation and send the certified articles to me at the address below. Enclosed find a check for \$225.

Very truly yours,



Loretta Fabricant, C.P.A. P.A.

LMF/lrh

enclosures

FILED  
SECRETARY OF STATE  
95 APR 10 PM 3:02

SDG

ARTICLES OF INCORPORATION  
OF  
A FLORIDA CORPORATION

55 APR 10 PM 3:02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation shall be  
A & B Shoe Inc.  
a Florida corporation.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in the rendering of Management and rental properties and wholesale and retail shoe business services and to further carry on any and all business authorized by the laws governing the State of Florida

ARTICLE III

CAPITAL STOCK

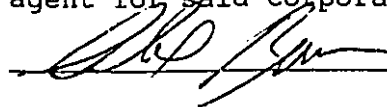
This corporation is authorized to issue 1000 shares at \$.10 per share par value.

ARTICLE IV

INITIAL REGISTERED AGENT

The corporation's initial Registered Agent in the State of Florida shall be:  
Alex Raya.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



ARTICLE V

CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS:

4020 Royal Palm Ave.  
Miami Beach, FL 33140

ARTICLE VI

CORPORATION'S REGISTERED OFFICE ADDRESS.

4020 Royal Palm Ave.  
Miami Beach, FL 33140

**ARTICLE VII**

**BOARD OF DIRECTORS**

The number of directors for this corporation shall be no less than two and no more than six.

**ARTICLE VIII**

**INITIAL DIRECTORS**

The names and post office addresses of each member of the first Board of Directors are:

Alex Raya  
4020 Royal Palm Ave.  
Miami Beach, FL 33140

**ARTICLE IX**

**INCORPORATORS**

The names and post office addresses of each Incorporator executing these Articles of Incorporation are:

Alex Raya  
4020 Royal Palm Ave.  
Miami Beach, FL 33140

**ARTICLE X**

**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

**ARTICLE XI**

**BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**ARTICLE XII**

**APPROVAL OF SHAREHOLDERS**

The approval of shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII**

**POWERS**

This Corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

**ARTICLE XIV**

**INDEMNIFICATION**

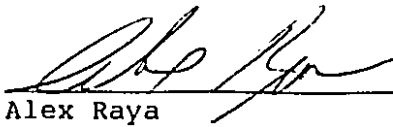
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XV**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

That we, the undersigned incorporators for the purpose of forming a corporation to do business within the State of Florida do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.

  
\_\_\_\_\_  
Alex Raya

STATE OF FLORIDA

SS.

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally  
appeared:

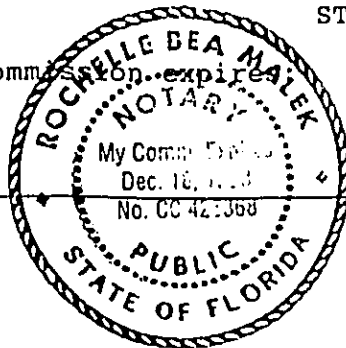
who, upon being duly sworn upon oath, acknowledged to  
and before me that they executed the foregoing  
Articles of Incorporation for the purposes therein  
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my Official Seal, in the state and county  
aforesaid, this 6<sup>th</sup> day of April, 1955.

*Rochelle Bea Malek*

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires



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