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4/25/95

Charter Number Only

Atlantic Title
736 NW 22 Ave.
Miami, FL 33125
642-3000

REGISTRATION ONLY

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CORPORATION(S) NAME

RIC-DRY SHOES, INC.

FILED
APR 25 11:51



EMPIRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS APR 26 1995

ARTICLES OF INCORPORATION
OF

RIC-DAY SHOES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is:

RIC-DAY SHOES, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

RETAIL, WHOLESALE, IMPORT AND EXPORT

Any and all activities permitted under the Laws of the United States and 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 one time is:

100 SHARES NO PAR VALUE

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property labor, or services, at a just valuation to be fixed by the incorporators or by directors at a meeting called for such purpose.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

\$1,000.00

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
JAN 15 1963
JAN 15 1963

ARTICLE VI ADDRESS

The initial post office address of this corporation in the State of Florida is:

3131 N.W. 14 Street
Miami, Fla. 33125

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1). The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members

thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII INITIAL DIRECTORS

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

NAME	ADDRESS
Daisy PEREZ President and Secretary	3131 N.W. 14 Street Miami, Fla., 33125

ARTICLE IX SUBSCRIBERS

The name and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

Daisy PEREZ 3131 N.W. 14 Street Miami, Fl. 33125	100 SHARES
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ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by a majority of the stock entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT AND REGISTERED ADDRESS

Daisy PEREZ
3131 N.W. 14 Street
Miami, Fl., 33125

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 20th day of April, 1995.

Daisy R Perez (SEAL)
Daisy PEREZ

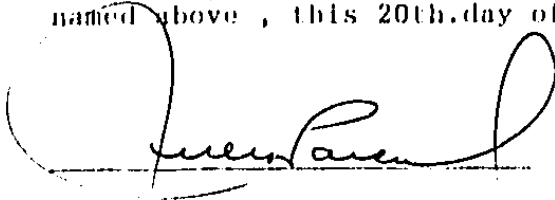
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREDY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments , personally appeared

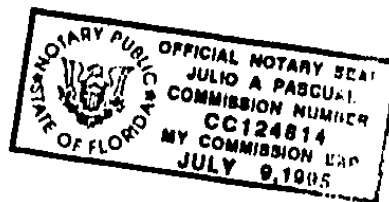
Daisy PEREZ

to me known to be the persons described as subscribers in and who executed these foregoing Articles of Incorporation and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above , this 20th.day of April, 1995.



JULIO A. PASCUAL
NOTARY PUBLIC STATE OF FLORIDA
736 N.W. 22nd AVENUE
MIAMI, FL 33125



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED :

FIRST:-THAT RIG-DAY SHOES, INC.

NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY
OF MIAMI STATE OF FLORIDA
HAS NAMED DAISY PEREZ

NAME OF RESIDENT AGENT

LOCATED AT 3131 N.W. 14 STREET
STREET ADDRESS AND NUMBER OF BUILDING POST
OFFICE BOX ADDRESSED ARE NOT ACCEPTABLE

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA:

signature Daisy R. Perez

title SECRETARY

date April 20, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

signature Daisy R. Perez
(resident agent)

date April 20, 1995

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