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NAME: ANTHONY'S SHOES CORP.
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ARTICLES OF INCORPORATION

-of-

ANTHONY'S SHOES CORP.

ARTICLE I - Name

The name of this corporation is ANTHONY'S SHOES CORP.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4651 Sheridan Street, Suite 300, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is: Jeffrey Feinberg.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

5084 Biscayne Boulevard
Miami, Florida

Jeffrey Feinberg, Esquire
FBN# 275700
4651 Sheridan Street, #300
Hollywood, FL 33021

JEFFREY FEINBERG
FL. BAR NO. 275700
4651 SHERIDAN ST. #300
HOLLYWOOD, FL 33021
(305) 948-6332

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ARTICLE VII - Initial Board of Directors

This corporation shall have one (2) Director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Anthony Masika
5084 Biscayne Boulevard
Miami, Florida

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is: Jeffrey Feinberg, Esquire, 4661 Sheridan Street, Suite 300, Hollywood, Florida 33021.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

ARTICLE X - Powers

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

ARTICLE XI - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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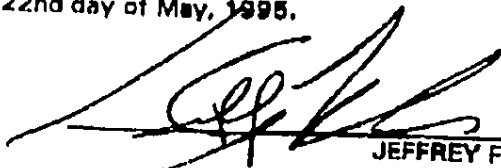
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ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of May, 1995.


JEFFREY FEINBERG

STATE OF FLORIDA)

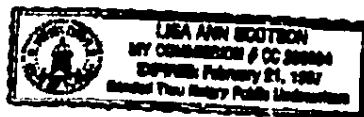
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 22nd day of May, 1995.


NOTARY PUBLIC

My Commission Expires:



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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is ANTHONY'S SHOES CORP., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4651 Sheridan Street, Suite 300, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.



Jeffrey Feinberg
Resident Agent

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