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CS 27 1995

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

\*\*\*\*\*00.00 \*\*\*\*\*00.00

Innocraft Catalog Outlet, Inc.

Profit Articles

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

Photo Copies

Call if Problem

Will Wait

Merger

Mark

Other

Change of R.A.

Fictitious Name

CUS

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5/25/95

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NANCY HENDRICKS MAY 25 1995

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

55 MAY 20 1991

SHOECRAFT CATALOG OUTLET, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: SHOECRAFT CATALOG OUTLET, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:  
27 Clubhouse Lane, Boynton Beach, Florida 33436

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: Two Hundred Thousand (200,000)

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
N/A		

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

None

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SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

None

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 27 Clubhouse Lane, Boynton Beach, FL 33436

AGENT AT SUCH ADDRESS IS

Paul L. Rosenberg

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Paul L. Rosenberg  
27 Clubhouse Lane  
Boynton Beach, FL 33436

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 28 DAY OF APRIL, 1995.

Paul L. Rosenberg  
SIGNATURE/TITLE  
Paul L. Rosenberg, Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: Paul L. Rosenberg IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED APRIL 28, 1995.

BY Paul L. Rosenberg  
Paul L. Rosenberg

\_\_\_\_\_  
(TYPE NAME OF OFFICER)

President  
(TITLE OF OFFICER)