

ARTICLES OF INCORPORATIONOFSHOES TO GO, INC.ARTICLES I - NAME

The name of the Corporation is SHOES TO GO, INC.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of \$1.00 Par Value Common stock.

SHEPARD, LERKAR & GIVNE, P.A.
402 G.E. 7TH ST.
FT. LAUD., FL 33301
(305) 467-8660
MURRAY SHEPARD, ESQ.
FL. BAR NO. 359750

FILED
95 AUG -3 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
7/21/77

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ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 409 S.E. 7th Street, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Three (3) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

WAN TO HO
7372 N.W. 49th Place
Lauderhill, Florida 33319

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ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 1131 S. State Road 7, North Lauderdale, Florida 33068.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

WAN TO HO
7372 N.W. 49th Place
Lauderhill, Fl 33319

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of July, 1995.

Wan To Ho
Wan To Ho, Incorporator

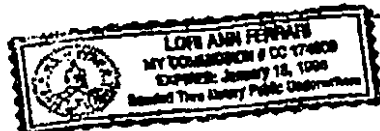
STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Wan To Ho, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me or who produced as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of July, 1995.

Lo Yerson
Notary Public State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Aviation Management Support Corporation, as designated in the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 7/31/95


Murray E. Shepard, Esq.

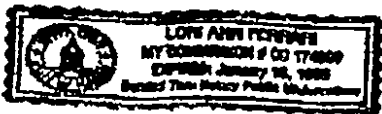
STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 31st day of July, 1995.


Notary Public State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA