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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
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MIAMI FL 33135- 0000000  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MAXX SHOES, INC.  
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DIVISION OF CORPORATIONS

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TO

JAN-28-1900 13:49 FROM

ARTICLES OF INCORPORATION  
OF  
MAXX SHOES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**FIRST:** The name of the corporation is: MAXX SHOES, INC.

**SECOND:** The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**THIRD:** The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

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

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

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

Prepared by: Corey E. Hoffman, Esq.  
Florida Bar No. 229776  
2230 Mary Street, #400  
Coconut Grove, FL 33133  
(305)442-4333

FOURTE: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTE: The corporation is to have perpetual existence.

SIXTE: The principal place of business of this corporation shall be:

3250 Mary St. #400, Miami, FL 33133

SEVENTE: The number of directors constituting the initial board of directors is One (1).

EIGHTE: The name and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

President: Mary Ellen Padgett  
Vice President: Mary Ellen Padgett  
Secretary: Mary Ellen Padgett  
Treasurer: Mary Ellen Padgett

NINETE: The name and post office addresses of the incorporators are:

Mary Ellen Padgett  
8230 SW 117 Terr.  
Miami, FL 33156

TWENTY: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

THIRTY: Cumulative voting may be permitted by the terms of

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the by-laws.

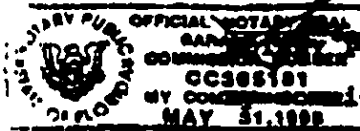
IN WITNESS WHEREOF, the party has hereunto set her hand and seal on 8th day of August, 1995.

  
MARY ELLEN PADGETT (SEAL)  
INCORPORATOR

STATE OF FLORIDA)  
COUNTY OF DADE ) ss

The foregoing instrument was acknowledged before me this 8th day of August, 1994, by MARY ELLEN PADGETT, who is personally known to me and who has produced her driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of August, 1995.



  
PUBLIC SIGNATURE

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**MAXX SHOES, INC.**

Pursuant to Chapter 607.0501 Florida Statutes, the following  
is submitted, in compliance with said Act:

First-That MAXX SHOES, INC. desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation of Dade County, State of  
Florida has named Mary Ellen Padgett, 8230 SW 117 Terr., Miami  
Florida, as its agent to accept service of process within the  
state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above  
sated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By: Mary Ellen Padgett  
**MARY ELLEN PADGETT, REGISTERED AGENT**

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TO

JUN-28-1900 13:50 FROM

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