

REFERENCE: 676674 1458304 AUTHORIZATION : COST LIMIT : 9 78.75 ORDER DATE: September 8, 1995 == ORDER TIME : 10:43 AM ORDER NO. : 676674

CUSTOMER NO: 1458301 100001580671

CUSTOMER: Mr. Arnold Barbara THE 1,000,000.00 DOLLARS

CORPORATION Suite 204

8500 Southwest 8th Street

Miami, FL 33144

EFFECTIVE DATE

DOMESTIC FILING

NAME: SHOE LIQUIDATORS, CO.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

8 1995 FBSŁ

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 8, 1995

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: SHOE LIQUIDATORS, CO.

Ref. Number: W95000018166

We have received your document for SHOE LIQUIDATORS, CO. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Letter Number: 595A00041637

Brenda Baker Corporate Specialist

ARTICLES OF INCORPORATION

OF

SHOE LIQUIDATORS, CO.

95 SEP 8 PH 2:58 The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: SHOE LIQUIDATORS, CO.

ARTICLE II - TERM AND COMMENCEMENT OF EXISTENCE

The corporation is to exist perpetually. This corporation shall commence to exist on Septmber 7th, 1995

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - NAME OF REGISTERED AGENT AND ADDRESS OF REGISTERED OFFICE

The street address of the corporation's initial principal office shall be: Marie Rodriguez, 8500 S.W. 8TH STREET

SUITE 204, MIAMI FLORIDA 33144 The name of the corporation's initial registered agent at such address is MARIE RODRIGUEZ

ARTICLE VI - DIRECTORS

Initially this corporation shall have one Director. The number of Directors may be increased or diminished from time by by-laws adopted by the stockholders.

ARTICLE VII - INITIAL DIRECTOR

The name and address of each member of the first

Board of Director is : MARIE RODRIGUEZ 8500 S.W. 8TH STREET SULTE 204 MIAMI FLORIDA 33144

ARTICLE VIII - INCORPORATOR

MARIE RODRIGUEZ 8500 S.W. 8TH STREET SUITE 204 MIAMI FLORIDA 33144

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeard to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and Acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 7' day of jertante, 19 95

C. FICIAL NOTARY SEAT. FELIX R ZABALA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC239702 MY COMMISSION EXP. NOV. 1,1996

NOTARY PUBLIC, AT LARGE.

Marie Rodriguez

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

MARIE RODRIGUEZ