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13:36 FLORIDA DIVISION OF CORPORATIONS 9:30 AM
PUBLIC ACCESS SYSTEM
H95000010181 ELECTRONIC FILING COVER SHEET

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
SUITE 200
MIAMI FL 33135- 9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000010181))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STEVE MADDEN, INC.
FAX AUDIT NUMBER: H95000010181
DATE REQUESTED: 09/13/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: $122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:30:50
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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95 SEP 13 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/13

SEP-13-1995 10:03 P.02/11

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-of-

STEVE MADDEN, INC.

ARTICLE I - Name

The name of this corporation is STEVE MADDEN, INC.

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:

4651 Sheridan Street, Suite 300
Hollywood, Florida 33021

Jeffrey Feinberg, Esquire
FBN# 375700
4651 Sheridan Street, #300
Hollywood, FL 33021
305-962-8889

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ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) 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:

Steve Madden
4651 Sheridan Street, Suite 300
Hollywood, Florida 33021

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is: Jeffrey Feinberg, Esquire, 4651 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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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 12th day of Septomber, 1998.

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 12th day of September, 1995.

Lisa A. Scotson

NOTARY PUBLIC

My Commission Expires:

LISA ANN SCUTSON
MY COMMISSION # CC [illegible]
EXPIRES: February 21, 1997
Bonded Thru Notary Public Underwriters

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H9 5000010181

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 STEVE MADDEN, INC., 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

FILED
95 SEP 13 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9 5000010181

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 DEC -2 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YN 12/3/96

DOCUMENT # P95000070487

1. Corporation Name
STEVE MADDEN, INC.

Principal Place of Business
~~4651 SHERIDAN STREET~~
~~SUITE 300~~
~~HOLLYWOOD FL 33021~~
[illegible] 3400 [illegible] RD [illegible] FL 33316

Mailing Address
~~4651 SHERIDAN STREET~~
~~SUITE 300~~
~~HOLLYWOOD FL 33021~~
52-16 BARNETT AVE L.I.C., NY 11104

REINSTATEMENT 1996

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip | Country

3. New Mailing Office Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip | Country

4. Date Incorporated or Qualified To Do Business in Florida: 09/13/1995

5. FEI Number: [X] Applied For [ ] Not Applicable

6. CERTIFICATE OF STATUS DESIRED [ ] $8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
D	MADDEN, STEVE	~~4651 SHERIDAN ST. SUITE 300~~ 52-16 BARNETT AVE LIC, NY 11104	HOLLYWOOD FL 33021 Long Island CITY NY 11104
D	DHARIA, ARVIND	52-16-BARNETT AVE	LONG ISLAND CITY, NY 11104

400002011S344--3
12/04/96--01053--015
****383.75 ****383.75

8. Name and Address of Current Registered Agent

FEINBERG, JEFFREY
~~4651 SHERIDAN ST.~~ 4000 Hollywood Blvd.
~~SUITE 300~~ Suite 350
HOLLYWOOD FL 33021

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City | State FL | Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: ~~Arvind~~ Arvind Dharia [signature] REGISTERED AGENT MUST SIGN

Date 11/25/96 ~~10/11/96~~

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes [ ] No [X]

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: Arvind Dharia ARVIND DHARIA 10/11/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR | Date | Daytime Phone #

CR2E040 (7/96)

0021909 AF

Document Number Only

P95000070487

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

03/24/97 01035 005 ****35.00 ****35.00

97 MAR 24 AM 10:29

97 MAR 24 PM 12:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Steve Madden, Inc.

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign

( ) Amendment
(X) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

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97 MAR 24 PM 12:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION

STEVEN MADDEN, INC.

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: STEVEN MADDEN, INC.

SECOND: The date dissolution was authorized: December 31, 1996.

THIRD: Adoption of Dissolution (check one)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

Signed this 17 day of MARCH, 1997.

Signature Arvind Dharia
Name: ARVIND DHARIA
Title: SECRETARY / C.F.O.

DISSOLU ART