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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32301

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14975 W. LAGLER ST.

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MIAMI, FL 33135

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FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BELTRAME SHOES * ACCESSORIES, INC.

FAX AUDIT NUMBER: H95000010197

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/13/1995

TIME REQUESTED: 13:10:31

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION
OF
BELTRAME SHOES & ACCESSORIES, INC.

ARTICLE I.

The name of the Corporation is:

BELTRAME SHOES & ACCESSORIES, INC.

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. Their principle place of business shall be 8845 SW 132 Street, Miami, Florida 33176.

ARTICLE IV.

The Corporation is authorized to issue 500 shares of \$1.00 par value which shall be designated as common shares.

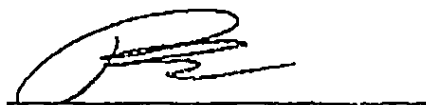
ARTICLE V.

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Peter Previti, Esquire
Initial Registered Office: 5825 Sunset Drive, Suite 210
Miami, Florida 33143

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



THIS INSTRUMENT PREPARED BY:

Peter Previti, Esquire
Florida Bar No. 239933
5825 Sunset Drive, Suite 210
Miami, Florida 33143
(305) 642-9504

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ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The names and addresses of the initial Director(s) are:

Name:	Barry Hanna
Address:	8845 SW 132 Street Miami, Florida 33176

ARTICLE VII.

The name and address of the Incorporator executing these Articles of Incorporation is:

Incorporator:	Peter Previti
Address:	5825 Sunset Drive, Suite 210 Miami, Florida 33143

ARTICLE VIII.

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX.

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE XII

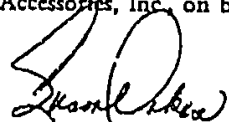
The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

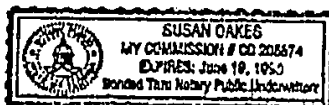

INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13th day of September, 1995, by PETER PREVITI as Registered Agent of Beltrame Shoes & Accessories, Inc. on behalf of the corporation, who is personally known to me.

My commission expires:


Notary Public, State of Florida



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