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ABC
AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc.
160 N.W. 86 St.
Miami, FL 33127

FROM : MRS NAWAL SABA EL FAKHRI
TO : SECTION NEW FILLING

500001691365
-01/17/96--01116--013
***122.50 ***122.50

TO WHOM IT MAY CONCERN :

ENCLOSED A MONEY ORDER OF THE AMOUNT OF \$122.50 FOR THE REGISTRATION
OF THE ARTICLES OF AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc.

I ALSO ENCLOSED AN EXPRESS MAIL PREPAID FOR THE DOCUMENT REGISTERED.

IN ADVANCE, THANK YOU FOR YOUR COLLABORATION.

REGARDS,



MRS NAWAL SABA EL FAKHRI

FILED
96 JAN 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc.

ARTICLE 1 - NAME

The name of this corporation is :

AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these articles with the secretary of state.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one and 00/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Share", fully paid and non-assessable all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the board of directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE 5 - PREEMPTIVE RIGHTS

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 thereof (as nearly as may be done without issuance of fractional shares).

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Mr Lima Felix and the street address of the initial agent of this corporation is : 8370 W. FLAGLER STREET, MIAMI FL. 33131.

ARTICLE 7 - 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 in accordance with the By-Laws, but shall never be less than one. The name and address of each initial Director of this corporation is :

NAME

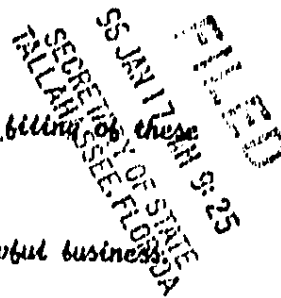
NAWAL SABA EL FAKHRI

Address

24 RUE LEPIC
PARIS, FRANCE 75018

ARTICLE 8 - INCORPORATOR

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



MINAVAL SABA EL FAKHRI

24 RUE LEPIC
PARIS, FRANCE 75018

ARTICLE 9 - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the board of directors and the shareholders.

ARTICLE 10 - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election 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.

ARTICLE 11 - CALLING OF SPECIAL MEETINGS

Special Meetings of shareholders may be called by anyone of the persons or groups below :

- A) The board of Directors.
- B) The Holders of not less than one-tenth of all the share entitled to vote at the meeting.
- C) Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

ARTICLE 12 - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders.

ARTICLE 13 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows :

- A) To have a corporate seal, which may be altered at pleasure, and use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of it's property and assets.
- D) To lend money to, and use it's credit to assist, it's officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the

United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.

F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested.

H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.

I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation.

K) To make donations for the public welfare or for charitable, scientific, or educational purposes.

L) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees of its subsidiaries.

N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.

O) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE 14 - DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

ARTICLE 15 - MEETING BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in meetings of the board of Directors by means of conference telephone as provided by Law.

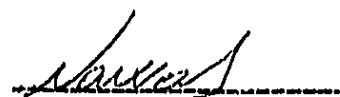
ARTICLE 16 - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors to the full extent permitted by law.

ARTICLE 17 - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 09 day of January 1996.



MRS NAWAL SABA EL FAKHRI
Director

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared NAWAL SABA EL FAKHRI, known to me to be the person who executed the foregoing Articles of incorporation, and she acknowledged before me the execution of the foregoing Articles of this Incorporation, this day of 1996.

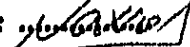
NOTARY PUBLIC, State of Florida at large

My Commission Expires :

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS
AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MR LIMA FELIX, LOCATED AT 8370
W. FLAGLER STREET, MIAMI, FLORIDA 33131, AS IT'S AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

AMERICAN FOOTWEAR BUILDERS COMPANIES, Inc.

BY : 

MRS. NAWAL SABA EL FAKHRI

Title : Director

Date : 01.09.96

FILED
96 JAN 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By : 

Date : 01.15.96

THE MAILING ADDRESS FOR THIS CORPORATION IS :

160 N.W. 36 STREET
MIAMI, FLORIDA 33127