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Dick Lee & Associates, P.A.
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Please Reply
96 FEB 22 PM 1:33
FILED
COCONUT GROVE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400001721834
-02/22/96--01100--019
****122.50 ****122.50

Re: Mecasa Shoes Corporation

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fees.

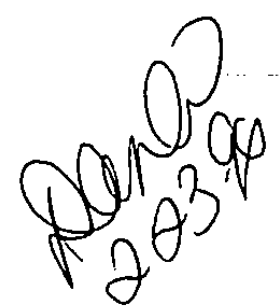
Please return a certified copy of the Articles to me in the enclosed self-addressed envelope.

Very truly yours,


Dick R. Lee

Enclosures

DRL\vm:mecasa.aoi



**ARTICLES OF INCORPORATION
OF
MECASA SHOES CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **Mecasa Shoes Corporation**.
The mailing address is: **3250 Mary Street Suite 202, Coconut Grove,
Florida 33133.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on February 19, 1996.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at **3250 Mary Street, Suite 202, Coconut Grove, Florida 33133** and the initial registered agent of this Corporation at such office shall be **Dick R. Lee, Esq.**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two member(s). The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name(s) and address(es) of the directors constituting the initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
Jimmy Huang	3250 Mary Street #202 Coconut Grove, Florida 33133

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Dick Lee	3250 Mary Street #202 Coconut Grove, Florida 33133



Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Mecasa Shoes Corporation** at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.001, Florida Statutes, relative to keeping open such office.

Date: Feb. 19, 1996.


Dick R. Lee

mccasa.aol

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96 FEB 22 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 19, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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NC

FILED
96 JUL 19 PM 4: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Mecasa Shoes Corporation

Dear Sir/Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation of the captioned corporation. As you will note, the new name is Star Shoe Corporation. Also enclosed is a check in the amount of \$ 87.50, payable to the Florida Secretary of State, to cover the required filing fees.

Please return a certified copy of Articles of Amendment to the undersigned attorney in the enclosed self-addressed envelope.

Very truly yours,

Dick R. Lee

RECEIVED
96 JUL 19 AM 8: 14
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MECASA SHOES CORPORATION

FILED
06 JUL 19 PM 4: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby submits the following Articles of Amendment to the Articles of Incorporation of MECASA SHOES CORPORATION.

I.

Article I is hereby amended to read as follows:

The name of this corporation is: STAR SHOE CORPORATION. The mailing address is: 415 N.W. 26 Street, Miami, Florida 33127.


II.

This amendment was adopted by the Incorporator on the 17th day of July, 1996.

III.

This amendment is made by the Incorporator before the issuance of any shares.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal and has executed these Articles of Amendment to the Articles of Incorporation on this 18th day of July, 1996.


Incorporator