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TALLAHASSEE, FLORIDA

BEST PRICE SHOE CO.
2269 S. UNIVERSITY DR., # 220
DAVIE, FLORIDA 33324

February 28, 1996

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-03/18/96--01134--014
*****70.00 *****70.00

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

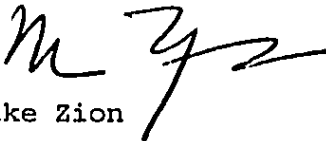
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Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Best Price Shoe Co.

Also find a check made payable to the Secretary of State in the amount of \$70.00 which includes the satutory filing fee. Your assistance in establishing the corporation to be known as Best Price Shoe Co., is appreciated.

Respectfully,



Mike Zion

F. CHESSEN MAR 22 1996

ARTICLES OF INCORPORATION
OF
BEST PRICE SHOE CO.

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ARTICLE I

The name of this Corporation shall be the Best Price Shoe Co. The principle office shall be located at 2269 S. University Dr. # 220, Davie, Florida 33324

ARTICLE II

The purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be one thousand (1000) shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

This Corporation shall begin business with a capital of not less than One thousand (1000) Dollars.

ARTICLE V

The existence of this Corporation shall commence on the date of subscription and acknowledgement of these Articles of Incorporation and shall be perpetual thereafter.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) and not more than seven (7) directors, the exact number of directors to be fixed by the By-Laws of this Corporation.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed, and have qualified, are as follows:

- 1) Mike Zion
2269 S. University Dr. #220
Davie, Fl. 33324

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ARTICLE VIII

The names and post office addresses of each subscriber of the Articles of Incorporation are as follows:

- 1) Mike Zion
2269 S. University Dr. # 220
Davie, Florida 33324

ARTICLE IX

The Corporation and its stockholders, or the stockholders of the corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholder. Nothing contained in these Articles of Incorporation or the By-laws of the corporation shall be construed as authorizing a transfer of such stock upon the books of the corporation in violation of any such agreement.

ARTICLE X

The Board of Directors is authorized, in its discretion, to fix, determine and vary the amount of profits or surplus of the corporation to be reserved as working capital or for any other purpose, and to determine what amount of funds of the corporation, if any, may be expediently used in its business or declared in dividends to shareholders. In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: provided, however, that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time of which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at that time, were fair.

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ARTICLE XI

Each, director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view to curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty, as such director or officer. Such right or indemnification shall not be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreement, vote of shareholders, or to which he may be entitled as a matter of law, and the foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XII

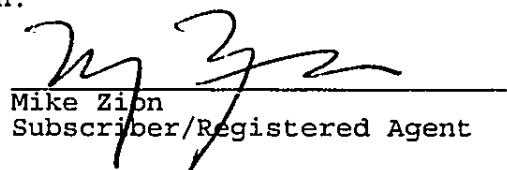
Pursuant to Florida Statute 607.034, the registered officer and registered agent of the corporation shall be:

Mike Zion
2269 S. University Dr. # 220
Davie, Florida 33324

Said registered agent, by signing these Articles of Incorporation agrees to act in such capacity and to comply with the provisions of Chapter 607 of the Florida Statutes.

Executed this 12 day of MARCH, 1996.

I, Mike Zion hereby accept the duties and responsibilities of Registered Agent for said corporation.


Mike Zion
Subscriber/Registered Agent