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TO: DIVISION OF CORPORATIONS FROM: FAYE REPORT KJ COMPANY  
DEPARTMENT OF STATE 192 FLAGLER ST  
STATE OF FLORIDA SUITE 200  
TALLAHASSEE, FL 32399 MIAMI FL 33135

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BELY SHOES CORP.  
FAX AUDIT NUMBER: H90000004854  
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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

### ARTICLE I

The name of the corporation shall be:

SELY SHOES CORP.

### ARTICLE II

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida.

### ARTICLE III

The maximum shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

### ARTICLE IV

The amount of capital with which this corporation will begin business not be less than FIVE HUNDRED (\$500.00) dollars.

### ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services  
5849 W. Flager Street  
Miami, Florida 33144  
Phone: (305) 261-3225  
Esther F. Alvarez, Accountant

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#### ARTICLE VI

The Principal office of this corporation shall be:

11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554

#### ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

AURELIO BURGOS  
11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554

PRESIDENT

C. ODELBA SOMOZA  
11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554

SECRETARY

#### ARTICLE VIII

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

C. ODELBA SOMOZA  
11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554

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#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interested in, or is a Director or Officer of, or are Directors or Officers of such other corporation.---

The corporation shall have the further right and power to, from time to time determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

#### ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joint ventures, syndicates, pools, associations and other arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

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We the undersigned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida this 04th days of April 1996.

  
C. ODELBA SOMOZA -Secretary

STATE OF FLORIDA )  
COUNTY OF DADE )

ISS

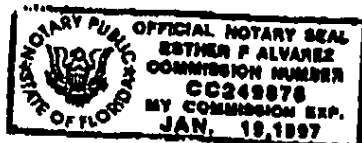
Before me, the undersigned authority, duly to administer oaths and receive acknowledgements, personally appeared:

----- C. ODELBA SOMOZA -----

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida,  
this 04th day of April 1996.

  
Notary Public-State of Florida  
at Large .-



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**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
accordance with said Act:

That: **SELY SHOES CORP.**

is qualified to do business under laws of th State of Florida, with its principal  
office at:

**11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554**

And has appointed:

**C. ODELBA SOMOZA  
11237 NW 8th TERRACE  
MIAMI, FLORIDA 33172-3554**

As its agent to accept services of process within this State.

**ACKNOWLEDGEMENTS**

Having been named to accept service of process for the above stated corporation  
at the place designated in the Certificate, I hereby accept to act in this capacity  
and agree to comply with the provision of said Act relative to keeping open said  
office.

  
**C. ODELBA SOMOZA  
AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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