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FL 33442

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MAY 14 AM 8:57
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. C J L Shoe Warehouse, Inc. 100001822921
(Corporation Name) (Document #) -05/15/96--01080--014
****122.50 ****122.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN MAY 22 1996

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF**

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is:

C J L SHOE WAREHOUSE, INC.

The Corporation's principal office and mailing address is:

**4364/4368 FORREST HILL BOULEVARD
WEST PALM BEACH
FLORIDA
33406**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURCHASE

The Corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

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ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 4364/4368 FORREST HILL BOULEVARD, WEST PALM BEACH, FLORIDA, 33406 and the name of the initial Registered Agent at such address is MORRIS A. GIRNUN.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. Monte Raskin is appointed the first director.

ARTICLE SEVEN

INCORPORATOR

The name and address of the Incorporator is:

MORRIS A. GIRNUN

1810 SABEL DRIVE

DEERFIELD BEACH

FLORIDA 33442

(305) 574-0081

IN WITNESS WHEREOF. I have Subscribed my name this 9th day of MAY, 1996.



Incorporator

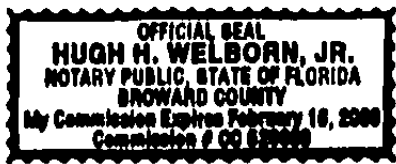
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STATE OF FLORIDA

County of BROWARD

On this 9th day of MAY, 1996, before me personally appeared MORRIS A. GIRNUN known to be the persons whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Hugh H. Welborn, Jr.
NOTARY PUBLIC

My Commission Expires:

HUGH H. WELBORN, JR.
"NOTARY PUBLIC - STATE OF FLORIDA"
MY COMMISSION EXPIRES ~~2/18/2000~~ 2/16/2000
COMMISSION NUMBER 00181013

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that C J L SHOE WAREHOUSE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 4364/4368 FORREST HILL BOULEVARD, WEST PALM BEACH, FLORIDA, 33406 named MORRIS A. GIRNUN located at 4364/4368 FORREST HILL BOULEVARD, WEST PALM BEACH, FLORIDA, 33406 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 9TH day of MAY, 1996.

M. Girnun
Registered Agent