

P96000046542

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Designer FILED  
Whole Sales 96 JUN -3 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Capital Express™  
☐ Art. of Inc. Filing  
☐ Corp. Record Search  
☐ Ltd. Partnership Filing  
☐ Foreign Corp. Filing  
☒ ( ) Cert. Copy(s)

☐ Art. of Amend. Filing  
☐ Dissolution/Withdrawal  
☐ O U S.  
☐ Fictitious Name Filing

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 Filing  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( ) \_\_\_\_\_  
☐ Top Priority \_\_\_\_\_  
☐ Express Mail Prop. \_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS \_\_\_\_\_

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID..... \$  
BALANCE DUE..... \$  
..... \$

RECEIVED  
96 JUN -3 AM 9:11  
DIVISION OF CORPORATION

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

BH  
6/12/96

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY Jim \_\_\_\_\_

WALK-IN  
Will Pick Up 6/13 12:00

**ARTICLES OF INCORPORATION  
OF  
DESIGNER SHOE WHOLESALER, INC.**

**FILED**

96 JUN -3 AM 11:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is DESIGNER SHOE WHOLESALER, INC.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office address of DESIGNER SHOE WHOLESALER, INC.  
is 8197 University Drive, Tamarac Florida 33321  
which is the same address as the registered office of the corporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 8197 University Drive, Tamarac Florida 33321, and the name of the initial registered agent of this corporation at the address is John P. Grandinetti

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial directors of the corporation are :

John P. Grandinetti  
8197 University Drive, Tamarac Florida 33321

**ARTICLE VIII - INCORPORATOR**

The name and the address of the person signing these Articles is  
John P. Grandinetti  
8197 University Drive, Tamarac Florida 33321

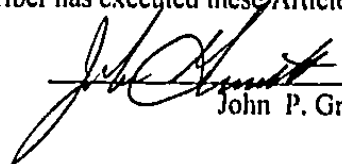
**ARTICLE IX - INDEMNIFICATION**

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

**ARTICLE X - CONFLICTS OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that the firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such contract of transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transacting, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transition with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of May, 1996.

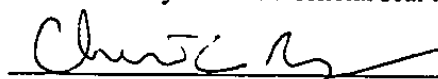
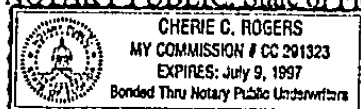
  
John P. Grandinetti

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, John P. Grandinetti, to me well known as the person described in and who executed and subscribed to the foregoing, Articles of Incorporation, and he acknowledged, before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this  
17th day of May, 1996.

My commission expires:

  
NOTARY PUBLIC, State of Florida  
  
CHERIE C. ROGERS  
MY COMMISSION # CC 201323  
EXPIRES: July 9, 1997  
Bonded Thru Notary Public Underwriters

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

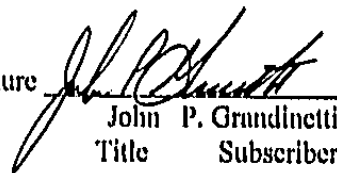
FILED

96 JUN -3 AM 11:16

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST -- THAT DESIGNER SHOE WHOLESALER, INC. , DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMARAC,  
Is 8197 University Drive, Tamarac Florida 33321, HAS NAMED John P. Grandinetti AS  
REGISTERED AGENT, LOCATED AT Is 8197 University Drive, Tamarac Florida  
33321, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

Signature

  
John P. Grandinetti  
Title Subscriber  
Date May 17, 1996

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

Signature

  
Date May 17, 1996

# CAPITAL CONNECTION, INC.

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 TOLL FREE No. 1-800-342-8062  
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**P96000046542**

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

of \_\_\_\_\_ NO 52834  
 RE: Designer Shop

Lebanese, Inc.

DISBURSED  
 Corp. Records Search  
 Ltd. Partnership File  
 Foreign Corp. File  
☒ ( ) Cert. Copy(s)  
 Art. of Amend. File  
 Dissolution/Withdrawal  
 C U S-  
 Fictitious Name File  
 Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing  
 Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval  
 UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prop.  
 FAX ( ) pgs. 8/2

## SUBTOTALS

FEE.....\$  
 DISBURSED.....\$  
 SURCHARGE.....\$  
 TAX on corporate supplies.....\$  
 SUBTOTAL.....\$  
 PREPAID.....\$  
 BALANCE DUE.....\$

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN 82  
 Will Pick Up 1200

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 2, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: DESIGNER SHOE WHOLESALER, INC.  
Ref. Number: P96000046542

*Corrected*

We have received your document for DESIGNER SHOE WHOLESALER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "Initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please also indicate a street address for the new director if his address will differ from the address we show for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 296A00037023

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DESIGNER SHOE WHOLESALER, INC.**

96 AUG -2 PM 3:47  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:*

**FIRST:** Amendments adopted:

**ARTICLE VII -      BOARD OF DIRECTORS**

**DELETE:**      **John Grandinetti**

**ADD:**      **Richard Sabarase**

The address for the new director is the same address as the principal office.

The foregoing amendments were adopted by incorporator, without shareholder action and shareholder action was not required.

Date: JUNE 20, 1996

By:   
John Grandinetti,  
Incorporator