

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*BH
6/2/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN Will Pick Up 6/3 12:00

of _____
 RE: Designer SKILLED
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
- C U S.
- Fictitious Name Filing
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kill
- 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.

96 JUN -3 AM 11:14
 05/02/96-11040-021
 ***122.50 ***122.50

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

**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, Tallahassee Florida 32321

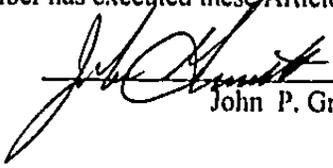
ARTICLE IX - INDEMNIFICATION

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 pecuniarily 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.

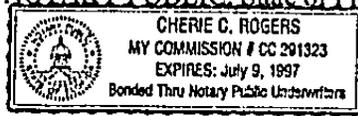

John P. Grandinetti

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



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

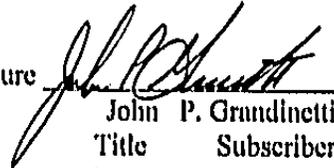
96 JUN -3 AM 11:16

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, 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



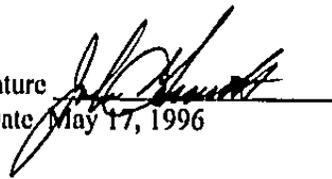
John P. Grandinetti

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.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
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 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1221

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

Leibersater, Inc.

- Corp. Search
- Art. of Inc.
- C. Recor. 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.

DUPLICATE

55 AUG 2 11 3:47
 FEDERAL BUREAU OF INVESTIGATION
 TALLAHASSEE, FLORIDA

SUBTOTALS _____

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

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK _____

WALK-IN Will Pick Up 82 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
SECY. 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

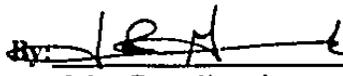
DELETE: John Grandinetti

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