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Admitted in Florida, Georgia,
Tennessee and the District of Columbia

SEP 11 1996

TALLAHASSEE, FLORIDA

September 10, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/11/96--01098--005
****131.25 ****131.25

Re: Designer Shoe of Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of articles of incorporation for Designer Shoe of Florida, Inc. and a check in the amount of \$ 131.25 for the applicable filing fee, certified copy and certificate of status. Also enclosed is the previous name reservation issued by your office, the corporation's federal tax identification number, and the Consent of Designation of Registered Agent.

Please mail the completed documents to me at the above address. If there is any information which is not included, or if you have any questions, please do not hesitate to contact me.

Very truly yours,



Charles V. Choyce, Jr.

/cvc

Enclosures

cc: Ms. Barbara Shannon

PH
4/12/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1996

BARBARA SHANNON
DESIGNER SHOE, INC.
P. O. BOX 4247
MARIETTA, GA 30061

The name DESIGNER SHOE OF FLORIDA, INC. has been reserved for 120 days beginning August 18, 1996. The reservation number is R06000003922 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Tammy Hampton

Letter number: 396A00039150

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

FILED
95 SEP 11 PM 2:10
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Code hereby adopts the following Articles of Incorporation.

ARTICLE I -NAME

The name of the corporation shall be "Designer Shoe of Florida, Inc."

ARTICLE II -PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

ARTICLE III -SHARES

The maximum number of shares of capital stock that this corporation is authorized to have issued and outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV -INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred

ARTICLE V -INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Charles V. Choyce, Jr.
390 N. Orange Avenue, Suite 1285
Orlando, Florida 32801

ARTICLE VI -PURPOSE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- a) The retail sale of shoes, footwear, and related products and accessories.
- b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any

other type of investments, and own real and personal property necessary for the transaction of its business.

c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes and objects of this corporation.

d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - TERM

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII - ADDRESS OF CORPORATION

The principal place of business and mailing address of the corporation shall be:

Designer Shoe of Florida, Inc.
d/b/a Off Broadway Shoe Warehouse
Colonial Plaza Market Center
2790 E. Colonial Drive, Suite 300
Orlando, FL 32803

ARTICLE IX - BOARD OF DIRECTORS

- a) The initial number of Directors of this corporation shall be two.
- b) The number of Directors may be increased or decreased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one.
- c) The names and street addresses of the initial members of the Board of Directors, each

to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

John Shannon, 241 Southern Hill Drive, Duluth, Georgia 30155

Harvey Linden, 9301 Wynyard Place, Burke, Virginia 22015

ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of the corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

ARTICLE XI - OTHER POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

a) To enter into, or become partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

b) To enter into, for the benefit of its employees, one or more of the following: 1) a pension plan, 2) a profit sharing plan, 3) a stock bonus plan, 4) a thrift and savings plan, 5) a restricted stock option plan, or 6) other retirement or incentive compensation plan..

ARTICLE XII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Charles V. Choyce, Jr., Esq., 390 N. Orange Avenue, Suite 1285, Orlando, Florida 32801.

ARTICLE XIII - OFFICERS


The corporation shall have a President, Vice President and Secretary/Treasurer. The names and addresses of the initial officers of the corporation are:

President: John F. Shannon 241 Southern Hill Drive, Duluth, Georgia 30155

Vice President: Harvey Linden, 9301 Wynyard Place, Burke, Virginia 22015

Secretary/Treasurer: Barbara Shannon, 241 Southern Hill Drive, Duluth, Georgia.


IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of September, 1996.

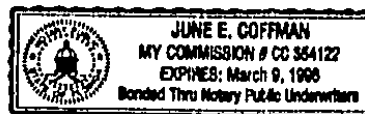

Charles V. Choyce, Jr.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of September, 1996 by Charles V. Choyce, Jr. who is personally known to me.


Notary Public, State of Florida
My Commission Expires: 3/8/98



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE DESIGNER SHOE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

1. The name of the corporation is: Designer Shoe of Florida, Inc.

2. The name and address of the registered agent and office is:

Charles V. Choyce, Jr.
(NAME)

390 N. Orange Avenue, Suite 1285
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, Florida 32801-1641
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

Charles V. Choyce, Jr.

September 10, 1996
(DATE)