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West Palm Beach, Florida 33409
(561) 686-1995 Fax: (561) 689-1007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Also Member NY Bar

September 19, 1996

New Filings
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of Shoes To Go, Inc. and a check made payable to the Department of State in the amount of \$122.50, representing the filing fee of \$70.00 and the fee of \$52.50 for a certified copy.

Please file the enclosed Articles of Incorporation and return a certified copy of the Articles to me. Thank you for your prompt attention to this matter.

Very truly yours,

Ginny L. Goldman
Ginny L. Goldman

Encls.

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GINNY L. GOLDMAN
Attorney At Law
603 Village Boulevard, Suite 302
West Palm Beach, Florida 33409
(561) 686-1995 Fax: (561) 689-1007

*Also Member NY Bar

October 1, 1996

New Filings
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

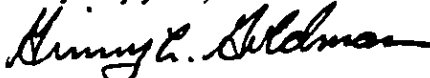
Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of Shoes On The Go, Inc. and a copy of your correspondence dated September 24, 1996.

Since the original name, Shoes To Go, Inc. was not available, I am resubmitting the Articles of Incorporation with the name of the corporation as Shoes On The Go, Inc. I understand that there is no corporation with this name and consider the two names to be distinguishable.

Please file the enclosed Articles of Incorporation and return a certified copy of the Articles to me. Thank you for your prompt attention to this matter.

Very truly yours,


Ginny L. Goldman

Encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1996

GINNY L. GOLDMAN, ESQ.
603 VILLAGE BLVD, SUITE 302
WEST PALM BEACH, FL 33409

SUBJECT: SHOES-TO-GO, INC.
Ref. Number: W96000020065

SHOES ON THE GO, INC.

We have received your document for ~~SHOES-TO-GO, INC.~~ and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00043887

**ARTICLES OF INCORPORATION
OF
SHOES ON THE GO, INC.**

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96 OCT -3 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be: SHOES ON THE GO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 5382 NW 120 Avenue, Coral Springs, Florida 33076.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, par value \$0.01 per share.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Ginny L. Goldman, Esq., 603 Village Boulevard, Suite 302, West Palm Beach, Florida 33409.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is
Ginny L. Goldman, Esq., 603 Village Boulevard, Suite 302, West Palm Beach, Florida
33409.

ARTICLE VII - INDEMNIFICATION

The corporation may indemnify any director, officer, employee or agent of the
corporation to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 1 st day of October, 1996.


GINNY L. GOLDMAN

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Shoes On The Go, Inc.

The name and address of the registered agent and office is Ginny L. Goldman, Esq., 603 Village Boulevard, Suite 302, West Palm Beach, Florida 33409.

ACCEPTANCE

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.

Dated: October 1, 1996


GINNY L. GOLDMAN