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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LUV THOSE SHOES TOO, INC.

AUDIT NUMBER.....H96000013919

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

④

OF**LUV THOSE SHOES TOO, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is LUV THOSE SHOES TOO, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America, and of this State.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital common stock authorized to be issued by the Corporation will be one thousand (1000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of common stock will entitle the holder thereof to one (1) vote at any meeting of stockholders.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The street address of the Initial registered office and corporate office of this corporation is 310 Northwest 25th Street, Miami, Florida 33126 and the name of the Initial registered agent of this corporation at that address is EDUARDO HUHN, 310 Northwest 25th Street, Miami, Florida 33126.

ROY R. LUSTIG, P.A.
2600 Douglas Road
Suite 911
Coral Gables, Florida 33134
Attention: Roy R. Lustig, Esq.
Fla. Bar No. 280070
Telephone: (305) 442-1731

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The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

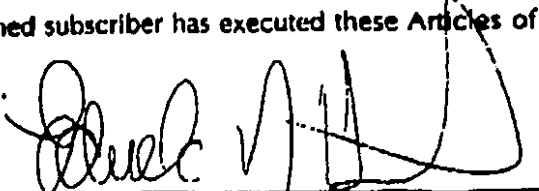
This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the by-Laws, but shall never be less than one. The names and addresses of the initial director and officer of this corporation are:

EDUARDO HUHN
310 Northwest 25th Street
Miami, Florida 33126

ARTICLE VII. SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber is: EDUARDO HUHN, 310 Northwest 25th Street, Miami, Florida 33126.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of October, 1996.


EDUARDO HUHN

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