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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: A&M SHOES, CORP.

AUDIT NUMBER.....H97000005624

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF:

A&M SHOES, CORP.

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

ARTICLE I - NAME

The name of the corporation shall be:

A&M SHOES, CORP.

ARTICLE II - PRINCIPAL OFFICE

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

2250 NW 20th Street  
Miami, FL 33142

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand (1000)

Prepared by:  
Firmo Maldonado c/o Multi-Tax  
4702 NW 115th Terrace  
Coral Springs, FL 33076  
Phone (954) 344-3555

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H 97000005624

**ARTICLE IV - REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent is:

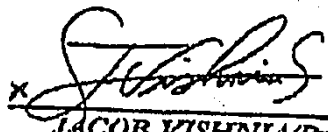
**JACOB VISHNIA**  
**2250 NW 20th Street**  
**Miami, FL 33142**

**ARTICLE V - INCORPORATOR (S)**

The name and address of the incorporator to these articles of Incorporation is:

**JACOB VISHNIA**  
**2250 NW 20th Street**  
**Miami, FL 33142**

The undersigned has(have) executed these Articles of Incorporation this 8th day of March, 1997.

  
**JACOB VISHNIA/President**

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H 97000005624

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT  
REGISTERED OFFICE**

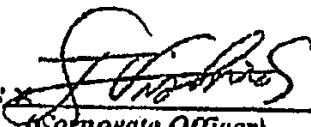
Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

*1. The Name of the corporation is:*

**A&M SHOES, CORP.**

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

**JACOB VISHNIA  
2250 NW 20th Street  
Miami, FL 33142**

*Signature:*   
(Corporate Officer)

*Title: President*

*Date: March 6, 1997*

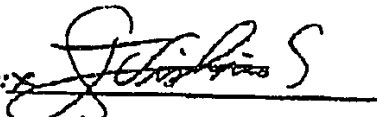
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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process at for the above stated corporation at the place designated in these Articles of Incorporation, 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: 

Date: March 6, 1997

STATE OF FLORIDA )

SS:

COUNTY OF BROWARD )

Before me a Notary Public authorized to take acknowledgment in that State and County set fort above, personally appeared Jacob Vishnia, known by me to be the person who executed the foregoing instrument.

IN WITNESS I hereunto set my hand and affixed my official seal in the State of Florida and County of Broward this:

March 6, 1997

My commisslon expires:

  
Notary Public  
State of Florida

H 97000005624