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ACCOUNT NO. : 072100000032

REFERENCE : 325866 4355011

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

FILED
97 APR 10 11:11:35
TALLAHASSEE, FLORIDA

ORDER DATE : April 10, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 325866-010

CUSTOMER NO: 4355011

800002138908--7

CUSTOMER: Mr. Dean Vegosen
LEWIS VEGOSEN ROSENBACH &
SILBER, P.A.
P. O. Box 4388

West Palm Beach, FL 33402-4388

DOMESTIC FILING

NAME: SHOE EXPRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____

RECEIVED
97 APR 10 AM 10:31
DIVISION OF CORPORATION

SM APR 10 1997

ARTICLES OF INCORPORATION
OF
SHOE EXPRESS, INC.

FILED
97 APR 10 AM 11:36
TALLAHASSEE
FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be Shoe Express, Inc.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

3170 S. Ocean Blvd., Unit S404
Palm Beach, FL 33480

ARTICLE III - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation

to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Dean Vegosen, Esquire, 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Lewis, Vegosen, Rosenbach & Silber, P.A. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but the number shall never be less than one (1) nor more

than five (5). The names and addresses of the initial directors of this corporation are:

Karen Groffman
3170 S. Ocean Blvd., Unit S404
Palm Beach, FL 33480

Leslie Groffman
3170 S. Ocean Blvd., Unit S404
Palm Beach, FL 33480

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen, Esq.
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 S. Australian Avenue
10th Floor
West Palm Beach, FL 33402

ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI - Management of Corporation by Stockholders

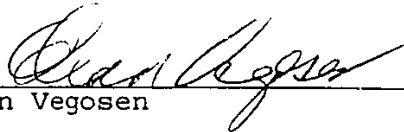
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and

conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation before issuance of any stock to the shareholders.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 9 day of April, 1997.

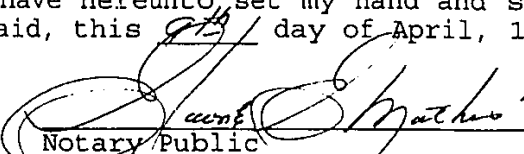


Dean Vegosen

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I hereby certify that on this day personally came and appeared before me, the undersigned authority, DEAN VEGOSEN, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and express.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 9th day of April, 1997.



Notary Public
State of Florida at Large
Commission No. _____



Elaine E. Mathis
MY COMMISSION # CCS81575 EXPIRES
November 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Shoe Express, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Lewis, Vegosen, Rosenbach & Silber, P.A., who is located c/o Dean Vegosen, Esquire, 10th Floor, 500 South Australian Avenue, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

LEWIS, VEGOSEN, ROSENBACH &
SILBER, P.A.

By: Dean Vegosen
Dean Vegosen

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