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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: TAHA BAL HARBOUR, INC.

AUDIT NUMBER.....H97000005895

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation shall be Taha Bal Harbour, Inc.

ARTICLE TWO

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved, in accordance with the laws of the State of Florida. Corporate existence shall commence upon the filing of these Articles with the Secretary of State.

ARTICLE THREE

PURPOSE

The corporation is being formed to engage in the operation of the retail sale of shoes, and related products, and to carry on such business activities as are ancillary and incidental to the aforesaid, and to conduct such other activities permitted under the laws of the United States of America and the laws of the State of Florida.

Prepared by:

Robert Lederman, Esquire
1570 Madruga Avenue - Suite 311
Coral Gables, Florida 33146
(305) 866-2288
Florida Bar No.: 200621

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ARTICLE FOUR

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FIVE

DIRECTORS

The number of Directors will not be less than one. The name and address of the first Director of this corporation is **ALMIR AMIR**, 3407 Main Highway, Miami, Florida, 33133.

ARTICLE SIX

PRINCIPAL OFFICE

The initial address of the principal office of the corporation is 3407 Main Highway, Miami, Florida, 33133.

ARTICLE SEVEN

INCORPORATOR

The name and address of the person signing these Articles as an incorporator is **ALMIR AMIR**, 3407 Main Highway, Miami, Florida, 33133.

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ARTICLE EIGHT

INITIAL REGISTERED AGENT AND OFFICE

The name of this corporation's initial registered agent and the street address of its initial registered office is **ALMIR AMIR, 3407 Main Highway, Miami, Florida, 33133.**

ARTICLE NINE

AMENDMENT

The Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE TEN

INDEMNIFICATION

This corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, to the maximum extent permissible by law in connection with any action, suit or proceeding, whether civil, criminal, administrative, or investigative (and any appeals thereof) to which any such person or his legal representative shall be made a party. The foregoing right of indemnification shall not be exclusive of any other rights to which any such person may be entitled as a matter of law or which may be lawfully granted to him.

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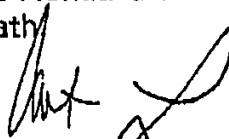
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IN WITNESS WHEREOF, the undersigned has made,
subscribed and acknowledged these Articles of Incorporation on
this 7th day of April, 1997.


Almir Amir

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on
this 7th day of April, 1997, by Almir Amir, who is personally
known to me or who has produced a Florida driver's license as
identification and who did take an oath



Notary Public
Print Name: Robert Lederman

my commission expires:



ROBERT LEDERMAN
COMMISSION # 00 601100
EXPIRES DEC 04, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

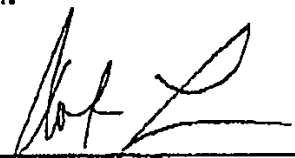
The undersigned hereby accepts the appointment as Registered Agent, upon whom process may be served for Taha Bal Harbour, Inc.


Almir Amir

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

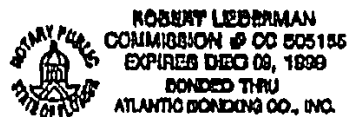
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on this 7th day of APRIL, 1997, by Almir Amir, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.



Notary Public
Print Name: Robert Lederman

my commission expires:



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