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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 13 PM 1:48

May 9, 1997

Secretary of State  
Division of Corporations  
PO BOX 63277  
Tallahassee, Florida 32314

100002177281--8  
-05/13/97--01104--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Florida Shoes and Clothing Corp.

Dear Sir or Madam:

Enclosed please find the original articles of incorporation along with a money order for \$70.00 for the filing of such corporation. Please return your letter confirming the filing along with our stamp copy of the articles in the envelope provided.

Thank you very much for your attention to this matter.

Sincerely,

Florida Shoes and Clothing Corp.

FROM: (PLEASE PRINT)

PHONE

33166

RD  
5-19-97

**ARTICLES OF INCORPORATION  
OF  
FLORIDA SHOES AND CLOTHING CORP.**

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

**ARTICLE I**

**NAME**

The name of the corporation is FLORIDA SHOES AND CLOTHING CORP.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is:

100 shares of Common Stock of a par value of \$1.00 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is:

6993 NW 82nd Avenue #27  
Miami, Florida 33166

and the name of the initial registered agent of this corporation at that address is:

MARTHA NEYRA

**ARTICLE VI**

**PRINCIPAL OFFICE**

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

6993 NW 82nd Avenue #27  
Miami, Florida 33166

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have two ( 2 ) director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial directors are as follows:

Martha Neyra, President, Sec. & Tres.	Carlos Neyra, Vice-Pres.
6993 NW 82nd Avenue #27	6993 NW 82nd Avenue #27
Miami, Florida 33166	Miami, Florida 33166

## ARTICLE VIII

### INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is:

MARTHA NEYRA  
6993 NW 82nd Avenue #27  
Miami, Florida 33166

## ARTICLE IX

### BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

## ARTICLE X

### INDEMNIFICATION

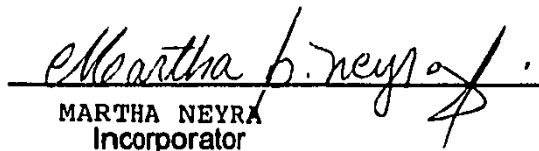
The corporation shall indemnify, to the full extent permitted by law, any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## ARTICLE XI

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 1997.

  
MARTHA NEYRA  
Incorporator

**CERTIFICATE OF REGISTERED AGENT  
OF**

**FLORIDA SHOES AND CLOTHING CORP.**

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Pursuant to Sections 48.091 and 607.034 of the Florida Statutes, the following is submitted, in compliance therewith:

That FLORIDA SHOES AND CLOTHING CORP. desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named:

Martha Neyra  
6993 NW 82nd Avenue #27  
Miami, Florida 33166

County of Dade, State of Florida 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, I am familiar with and comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 9th day of May, 1997.

By: Martha P. Neyra