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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: LAKE AVENUE SHOES, INC.
AUDIT NUMBER.....H97000008383
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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(5)

ARTICLES OF INCORPORATION
OF
LAKE AVENUE SHOES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is LAKE AVENUE SHOES, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of LAKE AVENUE SHOES, INC. is 630 Lake Avenue, Lake Worth, FL 33460.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(561) 966-6211
Fla. Bar No. 133803

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is DERRICK GRIFFIN, 630 Lake Avenue, Lake Worth, FL 33460.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Derrick Griffin	12229 Quercus Lane Wellington, FL 33414
Diane Griffin	12229 Quercus Lane Wellington, FL 33414

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Derrick Griffin	12229 Quercus Lane Wellington, FL 33414
Diane Griffin	12229 Quercus Lane Wellington, FL 33414

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10 day of May, 1997.


DERRICK GRIFFIN


DIANE GRIFFIN

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2^o
day of May, 1997 by DERRICK GRIFFIN and DIANE GRIFFIN, his wife,
who are personally known to me or who produced _____
_____ as identification.

(N. P. SEAL)




Notary Public, State of Florida

Print or stamp name of notary public, commission
number and date of expiration

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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

LAKE AVENUE SHOES, INC. hereby appoints DERRICK GRIFFIN to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


DERRICK GRIFFIN

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FALLAHASSE, FLORIDA

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