

P97000060573

7/11/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:53 PM

((H97000011379 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: DEE SHOES, INC.

AUDIT NUMBER.....H97000011379

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 3:25

5/7/97

ARTICLES OF INCORPORATION

H97000011379

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: DEE Shoes, Inc.

The principal place of business of this corporation shall be:

3535 NW 58th Street
Miami, FL 33142

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 3:25

H97000011379

ARTICLE IV TERM OF EXISTENCE

H9700001 1379

This corporation is to exist perpetually.

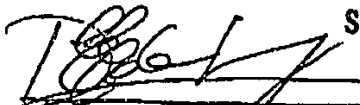
ARTICLE V OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): David Edenburg.

ARTICLE VI INCORPORATORS(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): David Edenburg, 12955 SW 103 Court, Miami, FL 33176.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 10, day of Feb, 1997.


Signature(s) of Incorporator(s)
David Edenburg, Incorporator/Registered Agent

H9700001 1379

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

H97000011379

Pursuant to the provisions of Section 607.325, 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: DEE Shoes, Inc.
2. The name and address of the registered agent and office is:

David Edenburg
3535 NW 58th Street
Miami, FL 33142

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 3:25

SIGNATURE

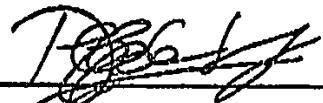


TITLE: Incorporator/Registered Agent

DATE July 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE July 10, 1997

H97000011379