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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 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  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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**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

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**ARTICLE IV TERM OF EXISTENCE**

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This corporation is to exist perpetually.

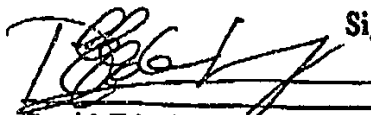
**ARTICLE V OFFICERS DIRECTORS**

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 July, 1997.



Signature(s) of Incorporator(s)

David Edenburg, Incorporator/Registered Agent

H970001 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

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SIGNATURE \_\_\_\_\_

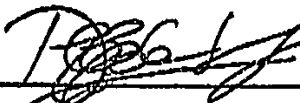


TITLE: Incorporator/Registered Agent

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