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August 12, 1997

Corporations Division
Department of State
409 East Gaines Street
Attn: Florida Filing
Tallahassee, Florida 32399

Re: SHOES THAT WORK, INC.

400002268844--0
-08/15/97--01110--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover the filing fee, certified copy fee, and registered agent designation fee.

Please file the original Articles with your office and return the certified copy to my office at your earliest convenience.

Very truly yours,

James J. Reeves

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TALLAHASSEE, FLORIDA

9/18/97

ARTICLES OF INCORPORATION

OF

SHOES THAT WORK!, INC.

ARTICLE I - NAME

The name of this Corporation is Shoes That WORK!, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the execution of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized to provide retail sale of shoes and other merchandise, to transact in any other lawful business for which corporations may be incorporated under the Florida General Corporations Act, and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue sixty (60) shares of common stock par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of the Corporation is 6923 North Ninth Avenue, Pensacola, Florida 32504, and the name of its initial registered agent at such address is CLAYTON DODGE. The mailing address is 6923 North Ninth Avenue, Pensacola, Florida 32504.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased

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or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

CLAYTON DODGE
3005 BARRANCAS AVE.
PENSACOLA, FL 32507

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ARTICLE VIII - INCORPORATIONS

The name and address of the person signing these Articles of Incorporation:

CLAYTON DODGE
3005 BARRANCAS AVE.
PENSACOLA, FL 32507

ARTICLE IX - BY-LAWS


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

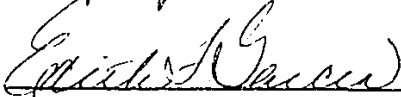
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation this 12th day of August, 1997.

Signed, sealed and delivered in the presence of:



CLAYTON DODGE





I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



CLAYTON DODGE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12 day of August, 1997, by CLAYTON DODGE, who is personally known to me or who produced COLLINS DA SKINZES as identification and did/did not take an oath. LICENSE



NOTARY PUBLIC

