

997000072059

MARTIN LEVINSON

ATTORNEY AT LAW

SUNILAND SHOPPING CENTER  
11533 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33156

TELEPHONE (305) 238-0482

FAX (305) 238-1164

August 11, 1997

Division of Corporations  
Secretary of State  
The Capitol  
Tallahassee, Florida 32304

200002270152--6  
-08/18/97--01130--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: NEW BALANCE, MIAMI, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for filing and certified copy fees.

Please process this at your earliest opportunity, and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

*Aidy Benzein*  
for MARTIN LEVINSON

ML/ab

Enclosures.

AUG 20

BSB

EFFECTIVE DATE  
8-11-97

FILED  
97 AUG 18 AM 10:37  
TALLAHASSEE, FLORIDA

FILED

97 AUG 18 AM 10:38

STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEW BALANCE, MIAMI, INC.

EFFECTIVE DATE

8-11-97

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

Article 1

NAME OF CORPORATION:

The name of the Corporation is:

NEW BALANCE, MIAMI, INC.

ARTICLE 2

DURATION:

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSE:

The general purposes for which the Corporation is organized are the following:

A. To engage in the business of selling, purchasing, and acquiring merchandise of every kind, class and description, including the retail and wholesale sales of athletic goods and accessories.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE 4

##### CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share.

#### ARTICLE 5

##### INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial Registered Office of the Corporation is 11521 South Dixie Highway, Miami, Florida 33156, and the name of its initial Registered Agent at that address is KENNETH P. SOKOLOW. The address of the Principal Office is the same as the Registered Office.

#### ARTICLE 6

##### INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

KENNETH P. SOKOLOW  
11521 South Dixie Highway  
Miami, Florida 33156

DEBBIE L. SOKOLOW  
11521 South Dixie Highway  
Miami, Florida 33156

#### ARTICLE 7

##### INCORPORATOR:

The name and address of the Incorporator is as follows:

KENNETH P. SOKOLOW  
11521 South Dixie Highway  
Miami, Florida 33156

ARTICLE 8

COMMENCEMENT OF CORPORATE EXISTENCE:


In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, or, if the Articles are not received by the Secretary of State within Five (5) business days, then the date of filing.

ARTICLE 9

AMENDMENT:

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of August, 1997.


  
KENNETH P. SOKOLOW

STATE OF FLORIDA

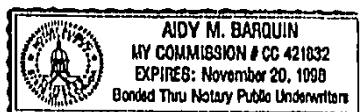
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14th day of August, 1997, by KENNETH P. SOKOLOW, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath

WITNESS my hand and official seal this 14th day of August, 1997.

  
AIDY M. BARQUIN  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires.



FILED

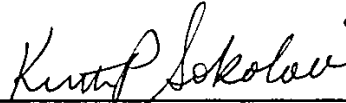
97 AUG 18 AM 10:38

STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of NEW BALANCE, MIAMI, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of August, 1997.



KENNETH P. SOKOLOW  
Registered Agent