

LORETTA FABRICANT C.P.A. P.A.

P97000080380

September 10, 1997

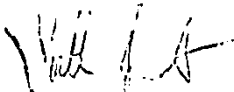
Secretary of State
PO Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION -H & H SHOE REPAIR INC.

Dear Sirs:

Please register this corporation and send the certified articles to me at the address below.
Enclosed find a check for \$122.50 to cover fees.

Very truly yours,



Loretta Fabricant, C.P.A.

LMF/lrh

enclosure

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DIVISION OF CORPORATIONS
97 SEP 15 AM 8:43

9/17/97

**ARTICLES OF INCORPORATION
OF
A FLORIDA CORPORATION**

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ARTICLE I

CORPORATE NAME

The name of this corporation shall be
H & H Shoe Repair Inc.
a Florida corporation.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in the rendering of shoe repair services and retail sales
and to further carry on any and all business authorized by the laws
governing the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$1.00 per
share par value.

ARTICLE IV

INITIAL REGISTERED AGENT

The corporation's initial Registered Agent in the State of Florida
shall be:

David Raya

I hereby am familiar with and accept the duties and responsibilities
as registered agent for said Corporation.

David Raya
David Raya

ARTICLE V

CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS:

716 Atlantic Shores Blvd.
Hallandale, FL 33009

ARTICLE VI

CORPORATION'S REGISTERED OFFICE ADDRESS.

716 Atlantic Shores Blvd.
Hallandale, FL 33009

ARTICLE VII

BOARD OF DIRECTORS

The number of directors for this corporation shall be no less than one and no more than six.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of each member of the first Board of Directors are:

David Raya
716 Atlantic Shores Blvd.
Hallandale, FL 33009

ARTICLE IX

INCORPORATORS

The names and post office addresses of each Incorporator executing these Articles of Incorporation are:

David Raya
716 Atlantic Shores Blvd.
Hallandale, FL 33009

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XI

BY-LAWS

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

ARTICLE XII

APPROVAL OF SHAREHOLDERS

The approval of shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

POWERS

This Corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

INDEMNIFICATION

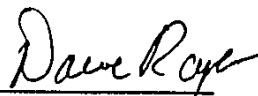
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XV

AMENDMENT

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

That we, the undersigned incorporators for the purpose of forming a corporation to do business within the State of Florida do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.


David Raya

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SECRETARY OF STATE
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STATE OF FLORIDA
SS.
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared:

David Raya

who, upon being duly sworn upon oath, acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the state and county aforesaid, this 5 day of ~~September~~ 1997


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



LORETTA FABRICANT
COMMISSION # CG 547052
EXPIRES MAY 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.