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P970000084036

September 24, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/26/97--01026--004
*****78.75 *****78.75

Re: D.M. SHOES OUTLET, INC.

Dear Sirs or Madams:

Enclosed, please find original and copy of the Articles of Incorporation of the above referenced corporation for filing, along with our check in the total amount of \$78.75, covering the filing fee (\$70.00) and the fee for a certificate under seal (\$8.75).

Please proceed to file and return a copy of the filed Articles along with the requested certificate, to us. If there are any further requirements, please inform immediately.

Very truly yours,

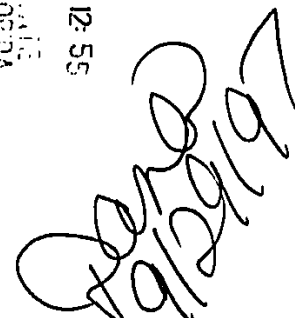

JORGE R. ORTA, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 26 PM 12:55

FILED

JRO/10
Enclosure



ARTICLES OF INCORPORATION
OF
D. M. SHOES OUTLET, INC.

FILED
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SECRET
TALLAHASSEE, FLORIDA

ARTICLE ONE
(Name)

The name of this corporation shall be:

D.M. SHOES OUTLET, INC.

ARTICLE TWO
(Nature of Business)

This corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE THREE
(Term of Existence)

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE FOUR
(Number of Directors)

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

ARTICLE FIVE
(Amendment)

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SIX
(Capital Stock)

This corporation shall have One Hundred (100) shares of common stock, with par value of \$1.00, each share. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

ARTICLE SEVEN
(Initial Office)

The initial office address of this corporation in the State of Florida shall be:

1470 N.W. 107 Ave. Unit X, Miami, Florida

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE EIGHT
(Initial Directors)

The initial directors of this corporation shall be:

Mary L. Rodriguez

ARTICLE NINE
(Subscribers)

The name of each subscriber(s) to these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
Mary L. Rodriguez	1470 N.W. 107 Ave. Unit X, Miami, Florida

**ARTICLE TEN
(Resident Agent)**

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

NAME

ADDRESS

Mary L. Rodriguez

1470 N.W. 107 Ave.
Unit X, Miami, Florida

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at
County of Dade, State of Florida, on this ^{22nd} 12th day of September,
1997.

Mary L. Rodriguez
Mary L. Rodriguez

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That D.M. SHOES OUTLET, INC. desiring to organize or qualify
under laws of the State of Florida, with its principal place of
business at the City of Miami, State of Florida, has named, Mary
L. Rodriguez, 1470 N.W. 107 Ave. Unit X, Miami, State of
Florida, as its agent to accept service of process in Florida.

Signature: Mari L. Rodriguez
Mary L. Rodriguez

Title: Registered Agent

Date: September 22, 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.

Signature: Mari L. Rodriguez
Mary L. Rodriguez

Date: September 22, 1997

FILED
97 SEP 26 PM 12:55
TALLAHASSEE, FLORIDA