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October 21, 1997

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

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-10/24/97--01037--006
*****70.00 *****70.00

Re: SHOETREE OF VENICE, INC.

Dear Sir or Madam:

In reference to the above-named corporation, enclosed are the Articles of Incorporation, Designation of Registered Agent and a money order in the amount of \$70.00, which represents filing fees.

Please process the enclosed documents at your earliest opportunity.

Sincerely,

Bruce Crisman

Enclosures

FILED
97 OCT 24 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 10/27/97

ARTICLES OF INCORPORATION
OF
SHOETREE OF VENICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit, under the corporate name stated in Article IX.

ARTICLE I - PURPOSE

The Corporation may engage in the business or profession stated in ARTICLE IX and in any other transaction or business permitted under the laws of the United States and of this State.

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual. Corporate existence shall commence at the time stated in ARTICLE IX, provided that all the requirements of law are met.

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Registered Office and the name of its Registered Agent at said address shall be as stated in ARTICLE IX.

ARTICLE IV - NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors, if any, are stated in ARTICLE IX. The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE V - INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the names and addresses of the members of the initial Board of Directors of this Corporation, are stated in ARTICLE VIII.

ARTICLE VI - INCORPORATION BY REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration, of the powers of the Corporation. In addition, the Corporation shall have all other powers as are now or hereafter conferred upon it by law.

ARTICLE VII - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its Corporate name;
2. To sue and be sued, complain and defend in its Corporate name in all actions or proceedings;
3. To have a Corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
6. To lend money and use its credit to assist its officers and employees in accordance with law;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporation, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State.
11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;
12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation;
13. To make donations for the public welfare or for charitable, scientific or educational purposes;

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VIII - NAMES AND ADDRESSES OF INCORPORATOR

AND INITIAL BOARD OF DIRECTORS

<u>Inc.</u>	<u>Initial Dir.</u>	<u>Name and Address</u>
X	X	BRUCE CRISMAN 668 S. Tamiami Tr. Venice, FL. 34285
	X	KATHY CRISMAN 668 S. Tamiami Tr. Venice, FL. 34285

ARTICLE IX - INDEX

1. SHOETREE OF VENICE, INC. (Name)
2. 668 S. Tamiami Tr.
Venice, FL. 34285 (Address)
3. Retail Shoe Sales (Specific business or
licensed profession)
4. Date of Filing (Commencement of
Corporate Existence)
5. Bruce Crisman (Name: Registered Agent)
6. 668 S. Tamiami Tr.
Venice, FL. 34285 (Address: Registered Agent)
7. Two (# of Initial Directors)

8. 1,000 (# of Authorized Shares)
9. \$1.00 (\$ Par Value or no P.V.)
10. Common Stock (Class of Stock)

IN WITNESS WHEREOF, I, the undersigned incorporator, have set
my hand and seal to the foregoing Articles of Incorporation this
21 day of October, 1997.

Bruce A. Crisman
BRUCE CRISMAN

Witnesses:

Bruce A. Crisman
Print Name: BRUCE CRISMAN

William H. Helmick
Print Name: WILLIAM H. HELMICK

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May Be Served

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

SHOETREE OF VENICE, INC.

a corporation organized (or organizing) under the laws of the State
of Florida with it's principal office at 668 S. Tamiami Tr.,
Venice, Florida, 34285, has named BRUCE CRISMAN, 668 S. Tamiami
Tr., Florida 34285, as it's agent to accept service of process
within this State.

I agree as Registered Agent to accept Service of Process; to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by Law.

Bruce A. Crisman
BRUCE CRISMAN

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