

**Laurie Attar**  
17890 West Dixie Highway, #618  
Miami, Florida 33160  
(305) 937-1442

November 10, 1997

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

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-11/13/97--01042--014  
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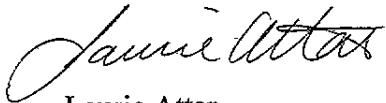
Re: Shoe Bargain, Inc.

Gentlemen:

Enclosed herein please find the Articles of Incorporation of **Shoe Bargain, Inc.** with consent of Registered Agent.

If you have any questions do not hesitate to contact me.

Very truly yours,



Laurie Attar

encl.

FILED  
97 NOV 13 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten:* 11/17/97

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOE BARGAIN, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: SHOE BARGAIN, INC.

The principal place of business of this corporation shall be:  
2911 N.W. 34 Street, Miami, Florida 33142.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

**NAME**

**ADDRESS**

Phillip Galleno

2911 N.W. 34 Street  
Miami, Florida 33142

## ARTICLE VI - OFFICERS & DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence, or until their successors are elected, are:

### NAME

### ADDRESS

Luis Galleno - P/D

2515 N.W. 34 Street  
Miami, Florida 33142

Phillip Galleno - S/T/D

6853 West 25 Court  
Hialeah, Florida 33016

## ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

### NAME

### ADDRESS

Phillip Galleno

6853 West 25 Court  
Hialeah, Florida 33016

## ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of October, 1997.

Luis A. Galleno  
(signature)

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 5 day of October, 1997.

Notary Public



LAURIE ATTAR  
MY COMMISSION # CC366787 EXPIRES  
April 24, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

Laurie Attar

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SHOE BARGAIN, INC.
2. The name and address of the registered agent and office is:

Phillip Galleno  
2911 N.W. 34 Street  
Miami, Florida 33142

  
(signature)

President  
Title

10-5-97  
Date

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
(signature)

10-5-97  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA