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SHOES 'R US, INC.
6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314
OCTOBER 21, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-11/17/97--01139--003
****122.50 ****122.50

SUBJECT: SHOE 'R US, INC.

ENCLOSED IS AN ORIGINAL AND TWO (2) COPIES OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$ 122.50.

FROM:

SHOES 'R US, INC.
6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314
561 750-0884

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

SHOES 'R US, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES COMMON STOCK PAR VALUE \$1.00
FULLY PAID AND NON-ASSESSABLE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

MOHAMMED M. ISLAM
6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO
THESE ARTICLES OF INCORPORATION IS(ARE):

MOHAMMED M. ISLAM
6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314

MONIRUL HOSSEN
6051 10TH AVENUE NORTH # E135
GREENACRES, FLORIDA 33463

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES
OF INCORPORATION THIS

21ST DAY OF OCTOBER, 1997.



SIGNATURE

SIGNATURE

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

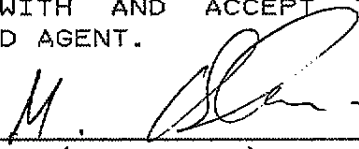
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATE IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

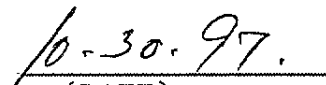
1. THE NAME OF THE CORPORATION IS: SHOES 'R US, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MOHAMMED M. ISLAM
6251 PALM TRACE LANDING #216
DAVIE, FLORIDA 33314

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



(SIGNATURE)



(DATE)