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JOHN J. MALLARD

PAGE 01

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
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ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448

FAX #:

(305) 867-8200

NAME: BETTY'S SHOE STORE, INC.

AUDIT NUMBER.....H97000019299

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: BETTY'S SHOE STORE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

28929 S. DIXIE HWY #7
HOMESTEAD, FL. 33033

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

DORIS VALLADARES
28929 S. DIXIE HWY #7
HOMESTEAD, FL. 33033

Prepared By: DORIS VALLADARES
28929 S. DIXIE HWY #7
HOMESTEAD, FL. 33033
305 247 1380

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**DORIS VALLADARES
28929 S. DIXIE HWY #7
HOMESTEAD, FL. 33033**

DIRECTOR & PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18 day of NOV, 19 97


Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

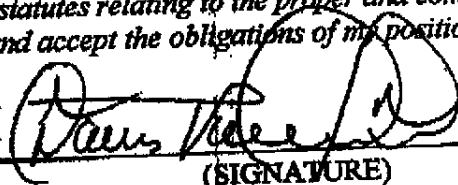
1. The name of the corporation is: BETTY'S SHOE STORE, INC.

2. The name and address of the registered agent and office is:

DORIS VALLADARES
28929 S. DIXIE HWY #7
HOMESTEAD, FL. 33033

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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)

11/18/97
(DATE)

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