



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 629046 81292A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 12:30

ORDER DATE : December 9, 1997

ORDER TIME : 8:58 AM

ORDER NO. : 629046-005

CUSTOMER NO: 81292A

CUSTOMER: Wayne A. Wolf, Esq
WOLF & SHORT

Century City Executive Complex
3733 University Blvd., Ste 203
Jacksonville, FL 32217

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-12/10/97-01010-016
****122.50 ****122.50

DOMESTIC FILING

NAME: SHOE VISIONS, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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12/10/97

RECEIVED
97 DEC 10 AM 10:02
DIVISION OF CORPORATION

EFFECTIVE DATE

01/01/98

ARTICLES OF INCORPORATION

OF

SHOE VISIONS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 12:30

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is SHOE VISIONS, INC. It's principal place of business is 2 Independent Drive #144, Jacksonville, Florida 32202.

ARTICLE II - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 1998.

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing on the date these Articles are filed with the Secretary of State.

ARTICLE IV - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under The Florida General Corporation Act, Chapter 607, Florida Statutes, 1995.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - NO PREEMPTIVE RIGHTS

No shareholder shall have any preemptive right with respect to any shares issued by this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3733 University Blvd., W., Suite 203, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at this address is WAYNE A. WOLF.

ARTICLE VIII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors of this corporation are:

RONALD JACOBSON

2 Independent Drive #144
Jacksonville, FL 32202

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of this corporation is:

WAYNE A. WOLF

3733 University Blvd., W.
Suite 203
Jacksonville, FL 32217

ARTICLE XI - BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors. By-laws may be adopted, altered, amended or repealed from time to time by either the shareholders or the directors.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-laws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that any such purchase shall not violate Chapter 607, Florida Statutes.

ARTICLE XIII - INDEMNIFICATION

The corporation shall have the power to indemnify its shareholders, directors, officers, employees and agents to the full extent permitted by law if such person is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact such person is or was a shareholder, director, officer, employee or agent of this corporation, against expenses (including attorney's fees), judgement, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection therewith, including any appeal thereof. This provision is not intended to limit the statutory power of this corporation in any way.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of December, 1997



WAYNE A. WOLF
Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

FILED
SECRETARY OF STATE
CORPORATIONS
97 DEC 10 PM 12:30

Personally appeared before me, the undersigned attesting officer, WAYNE A. WOLF, who is personally known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Dated this 6th day of December, 1997.

Edna E. Collins
NOTARY PUBLIC
State of Florida at Large

My commission expires:



EDNA E. COLLINS
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct. 30, 2000
Commission No. CC597434

ACCEPTANCE

I certify that I am a permanent resident of Duval County, Florida, whose post office address is at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Executed this 6th day of December, 1997.

Wayne A. Wolf
WAYNE A. WOLF