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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: AXCESS SHOE CORPORATION

AUDIT NUMBER.....H97000021017

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

AXXESS SHOE CORPORATION

I, the undersigned subscriber to these articles of incorporation being a natural person competent to contract for the purpose of forming a **CORPORATION** under the laws of the **STATE OF FLORIDA** here by adopt **ARTICLES OF INCORPORATION** as follows :

ARTICLE I

The name of the Corporation is : **AXXESS SHOE CORPORATION**

ARTICLE II

The general nature of the business or business to be transacted by this corporation is : **SHOE DISTRIBUTION, IMPORT AND EXPORT.**

1. - To purchase, lease, hire or otherwise in any manner acquire, own, hold, operate, develop, manufacture, produce, process, improve, sell, assign, transfer, exchange, mortgage, pledge or otherwise in any manner dispose of turn to account or convey or deal in or with as principal, agent broker, real property, improved or unimproved and personal property tangible or intangible, including, without limitation, securities and obligations of any issuer whether or not incorporated.
2. - To apply for acquire, hold own, enter into, use, dispose of and generally deal in and with grants, concessions, franchises, licenses, copyrights, patents, trademarks, trade names and similar rights and interests of every kind and description.
3. - To assist financially and otherwise any entity, wherever located, any security, chose in action, contract, or obligation which is held directly or indirectly by or for the **CORPORATION**, or in the business financing or welfare of which the **CORPORATION** shall have any interest.
4. - To form or acquire, alone or jointly with others, subsidiary corporations without regards of whether the purpose as such commensurate with the purposes stated in these Article the Corporation to any such subsidiary corporation or corporations in exc

PREPARED BY: RAMON REYES, P.A
215 W. 56 Street
Hialeah, FL 33012(305)573-0336

5. - To enter into general partnership, limited partnership (as general or limited partner) joint venture, syndicates, pools, associations and other arrangements for carrying on, one more of the purposes set forth in these Articles of Incorporation, jointly or in common with others.

6. - To acquire, in whole or in part the business including thereall and personal property of every kind, and to assume the whole or any part of the liabilities of any person, firm association or corporation, and to hold or in any part of any business and property so acquired.

7. - To pay for any property securities, rights or interest acquired by the corporation in cash or others property, right or interests acquired by the corporation in cash or held by the corporation or issuing and delivering in exchange of obligations or securities however evidenced.

8. - To do any and all things herein set forth to the same extent as fully as natural persons might or could do and to do any and all other acts and things necessary appropriate or convenient for the furtherance of or incidental to the business objectives and purposes herein enumerated.

The foregoing anumeration shall be constructed in accordance with the applicable provisions of law and to the extent there in permitted, shall be construed as powers as well as purposes and shall not be considered to exclude, limit or restrict in any manner or power, rights or privileges to the Corporation by law or to limit or restrict the general powers of Corporation found in chapter 607 of the Florida Statutes or any other applicable statute regulation, decision or ruling now or hereafter in effect.

Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the STATE OF FLORIDA or of any other STATE or territory, dependency or foreign country in which the corporation may carry on business shall not invalidate any other purpose, power or objections so prohibited, by reason of its continuity or apparent association therewith.

ARTICLE III

The Corporation shall have one class of common shares all of which shall have unlimited voting rights. The maximum number of common shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock with unlimited voting rights, and a par value of \$ 1.00 per share. The consideration to be paid for each share shall be fixed by the **BOARD OF DIRECTORS**.

ARTICLE IV

The initial street address of the principal office of this Corporation in the **STATE OF FLORIDA** is 2049 N. Miami Avenue, Miami, Florida, 33127.

ARTICLE V

This Corporation may have such other offices within or outside the **STATE OF FLORIDA** or within or outside the **UNITED STATES OF AMERICA** as may be necessary or convenient, the **BOARD OF DIRECTORS** may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This Corporation shall have 3 directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VII

The name and street addresses of the first Board of Directors of this Corporation who shall hold office until their successors are elected and have qualified are:

Odalina Gonzalez Abreu	President	9021 SW 18 Terr Miami, Fl 33165
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Miguel San Cruzado	V-President	320 NW 24th St Miami, Fl 33127
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Felicio J. Abreu	Secretary	9021 SW 18th Terrace Miami Florida 33165
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ARTICLE VIII

_____The address of the corporation registred office is 9021 SW 18 Terr
Miami, Fl 33165 .The name of its first initial registred agent is Mrs
Odalina Gonzalez Abreu Whose adress is .9021 Sw 18 Terr
Miami, Fl 33165

ARTICLE IX

_____The Name and street address of the persons signing these articles of incorpo-
ration as subscribers are :

Odalina Gonzalez Abreu 9021 SW 18 Terr
Miami, Fl 33165

Miguel San Cruzado 320 NW 24th St
Miami, Fl 33127

Felicio J. Abreu 9021 SW 18th Terrace
Miami Florida 33165

ARTICLE X

The shareholders of this corporation shall have preemptive rights to acquire un
issued or treasury shares os this Corporation or securities of this Corporation
convertable into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

The Corporation reserve the right to amend,alter,change or repeal any provisions
contained in these ARTICLES OF INCORPORATION in the manner now or
hereafter prescribed by Statute and all rights conferred on stockholders herein
are granted subject to this reservation.


Odalina Gonzalez Abreu

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:

AXXESS SHOE CORPORATION

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

Abreu
DDALINA GONZALEZ 9021 Sw 18th Terr Miami, FL 33165

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE 

TITLE Pres.

DATE 12- 22-97

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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 

DATE 12-22-97