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LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SHOES FOR LESS, INC.
(Corporation Name)

800002418078-0
-02/02/98-01022-013
*****78.75 *****78.75
(Document #)

2. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 FEB -2 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB -2 AM 11:12
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SHOES FOR LESS, INC.

The undersigned subscribers to these articles of incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

SHOES FOR LESS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation shall be as follows: To engage in and carry on any activity or business permitted under the laws of the United States and the State of Florida, and to exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

ARTICLE III

Capital Stock

This corporation is authorized to issue ONE THOUSAND (1000) shares of common stock at ONE (\$ 1.00) DOLLAR, par value each, which shall be designated "COMMON SHARES".

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ARTICLE IV

Amount of Capital

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$ 500.00) DOLLARS.

ARTICLE V

Term of existence

This corporation is to exist perpetually.

ARTICLE VI

Address

The initial post office address of the principal office of this corporation in the State of Florida is 6130 S.W. 25TH STREET, MIAMI, FLORIDA 33155.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII

Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

Initial Board of Directors

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are:

**ODALIS DEL TORO
6130 S.W. 25TH STREET
MIAMI, FLORIDA 33155**

ARTICLE IX

Subscribers

The name and post office addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

**ODALIS DEL TORO
One Thousand (1000) shares
6130 S.W. 25TH STREET
MIAMI, FLORIDA 33155**

ARTICLE X

Officers

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified are as follows:

**ODALIS DEL TORO
PRESIDENT/SECRETARY
6130 S.W. 25TH STREET
MIAMI, FLORIDA 33155**

ARTICLE XI

Amendment of Articles

The articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made, in which event these Articles of Incorporation may be amended in such manner.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the foregoing Articles of Incorporation have hereunto set their hand and seal this 27TH of JANUARY, 1998.


ODALIS DEL TORO
PRESIDENT

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 statement of designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SHOES FOR LESS, INC.

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

ODALYS DEL TORO
6130 S.W. 25TH STREET
MIAMI, FLORIDA 33155

X Odalis Del Toro
ODALYS DEL TORO
President

Date: JANUARY 27TH, 1998

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

X Odalis Del Toro
ODALYS DEL TORO
DATE: JANUARY 27TH, 1998