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5200 Blue Lagoon Drive  
Suite 600  
Miami, FL 33126

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Express Mail

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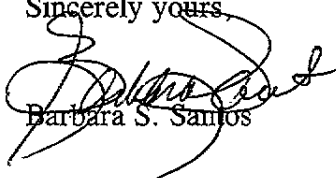
**ARTICLES OF INCORPORATION OF  
PERFECT FIT SHOES, INC.**

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of Articles of Incorporation of Perfect Fit Shoes, Inc., for filing. Also enclosed is a check in the amount of \$122.50 to cover the costs of filing fees and a certified copy.

If you should have any questions, please contact me at (305) 267-9200.

Sincerely yours,

  
Barbara S. Santos

Enclosures

Mr. Rosenberg GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Articles VI, VII RA + subscribed in  
DATE 2/11/98 Sant Santos, Jr.  
C.O.C. EXAM BB

FILED  
98 FEB -9 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 11 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**PERFECT FIT SHOES, INC.**

**FILED**  
98 FEB -9 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation shall be **Perfect Fit Shoes, Inc.**

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 295 Miracle Mile, Coral Gables, FL 33134.

**ARTICLE II**  
**PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time one thousand (1,000) shares of common stock, having a nominal or par value of zero per share.

**ARTICLE V**  
**TERM**

This corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be Saul Santos, Jr. and the Registered Office shall be located at 295 Miracle Mile, Coral Gables, Florida 33134, or at such other place as the board of directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

**ARTICLE VII**  
**DIRECTORS**

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

**Name**

**Address**

Saul Santos, Jr.

295 Miracle Mile  
Coral Gables, FL 33134

**ARTICLE VIII**  
**SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation is Saul Santos, Jr. at 295 Miracle Mile, Coral Gables, FL 33134.

**ARTICLE IX**  
**SPECIAL PROVISIO**

Any action taken by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

#### **ARTICLE X** **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or board of directors.

#### **ARTICLE XI** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

**ARTICLE XII**  
**TELEPHONE MEETING AUTHORIZED**

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

**ARTICLE XIII**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.


IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 31 day of January, 1998.

  
Saul Santos, Jr.

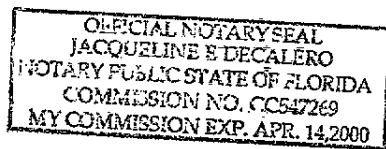
State of Florida       )  
                              ) Ss:  
County of Dade       )

Before Me, the undersigned authority, this day personally appeared Saul Santos, Jr., who is personally known to me or who produced n/a as identification, and who did not take an oath, to be the individual described in and who executed the foregoing Articles of Incorporation of **Perfect Fit Shoes, Inc.**, and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade  
County, Florida this 31 day of January, 1998.

  
Notary Public, State of Florida

My commission expires:

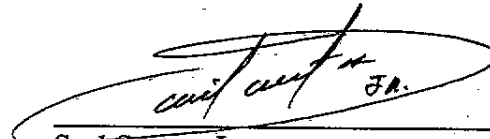


**CERTIFICATE ACCEPTING DESIGNATION**

**AS**

**REGISTERED AGENT**

I Hereby Certify that I have accepted the designation as Registered Agent of Perfect Fit Shoes, Inc. and agree to serve as its agent to accept service of process within this State as its Registered Office.

  
Saul Santos, Jr.

**FILED**

98 FEB -9 AM 9:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA