

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:48 AM

P98000034964

((H98000007191 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW YORK SHOES COMPANY, ICN.

AUDIT NUMBER.....H98000007191

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

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 4

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

EFFECTIVE DATE
4-16-98

NUM

00:00:56
FILED
98 APR 17 AM 7:27
TALAHASSEE, FLORIDA

F. CHESSEY APR 17 1998

4

ARTICLES OF INCORPORATION

OE

#98000007191
New York Shoes & Company, Inc.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: *New York Shoes & Company, Inc.*

Corporate Address: 5936 West 16th Avenue, Hialeah, FL 33012

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

April 16, 1998

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

FILED
98 APR 17 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. **Designation:** The stock of this corporation shall be known as Common Stock.

B. **Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 100.

C. **Par Value:** Each share of Common Stock shall have NO par value.

D. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. **Non-assessability:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

Prepared By:
Costa & Associates, P.A.
Helen C. Costa, Esq.
FL Bar No.: 33883
7330 W. 20th Avenue
Miami Lakes, FL 33016-1835
(105)827-0100

#98000007191

H98000007191

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is:
5936 West 16th Avenue, Hialeah, FL 33012 and the name of the Initial Registered Agent of this corporation at that address is **Manuel Queiros Portela**.

ARTICLE VI. DIRECTORS.

This corporation shall have initially **2 (two)** Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

Raul Despian, - Director - **5936 West 16th Avenue, Hialeah, FL 33012**

Manuel Queiros Portela- Director - **5936 West 16th Avenue, Hialeah, FL 33012**

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

Raul Despian, located at **5936 West 16th Avenue, Hialeah, FL 33012**

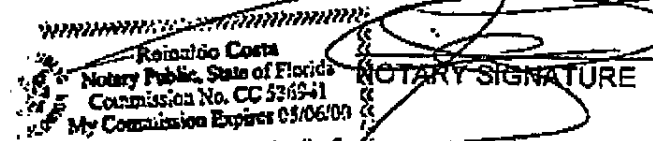
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1998.


Raul Despian, Subscriber

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared **Raul Despian** known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: **D.L.#** and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 9th day of April, 1998.


Reinaldo Costa
Notary Public, State of Florida
Commission No. CG 536941
My Commission Expires 05/06/00
NOTARY SIGNATURE
Printed Notary Signature

H98000007191

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

HA8000007191

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.

First - That New York Shoes & Company Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Manuel Queiros Portela located at 5936 West 16th Avenue, Hialeah, FL 33012, County of Dade State of Florida, as its agent to accept service of process within this state.

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:

Manuel Queiros Portela
Manuel Queiros Portela, Registered Agent

FILED
98 APR 17 AM 7:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Manuel Queiros Portela known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 9th day of April, 1998.

Reinaldo Costa
Notary Public, State of Florida
Commission No. CC-536941
My Commission Expires 05/06/00
0-3-NOTARY - Fla. Notary Service & Bonding Co.

NOTARY SIGNATURE

Printed Notary Signature

HA8000007191