



THE UNITED STATES
CORPORATION
COMPANY

P98000035179

ACCOUNT NO. : 072100000032

REFERENCE : 771589 7139083

AUTHORIZATION : Patricia Pizotti

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 1998

ORDER TIME : 12:03 PM

ORDER NO. : 771589-015

CUSTOMER NO: 7139083

CUSTOMER: Linda Larrea, Esq
LARREA & ORTEGA
ATTORNEYS AT LAW
Suite 111
2300 Coral Way
Miami, FL 33145

400002481584--3

DOMESTIC FILING

NAME: ~~SENSATION, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

2555-2544
W98-7783
167-2555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 12:09

g 4/17/98
DIVISION OF CORPORATIONS
98 APR -7 PM 1:49
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 12:09

April 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SENSATION SHOES, INC.
Ref. Number: W98000007783

RESUBMIT

Please give original
submission date as file date

We have received your document for SENSATION SHOES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00020538

98 APR 17 AM 10:46
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 12:09

April 7, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SENSATION, INC.
Ref. Number: W98000007783

RESUBMIT

Please give original
submission date as file date.

We have received your document for SENSATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00018493

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98 APR 16 PM 1:57

**ARTICLES OF INCORPORATION
OF
SENSATION SHOES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 12:09

**ARTICLE I
NAME**

The name of this Corporation is SENSATION SHOES, INC. and its mailing address is c/o Dade Corporate Services, Inc., 2300 Coral Way Suite 103, Miami, Florida 33145.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

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 the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is c/o Dade Corporate Services, Inc., 2300 Coral Way, Suite 103, Miami, Florida 33145, and the name of the initial registered agent of this Corporation is Dade Corporate Services, Inc.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
SALOMON BEJAR	16445 Collins Avenue, Apt. 1024 Miami Beach, Florida 33160

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any

director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV
INCORPORATOR

The name and address of the person signing these Articles is:

Linda Larrea, Esq.

2300 Coral Way, Suite 111
Miami, Florida, 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of April, 1998.



Linda Larrea, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

NOTARY PUBLIC

SEAL OF OFFICE:

) On this the 6th day of April, 1998, before me, the
) undersigned Notary Public of the State of Florida,
) personally appeared Linda Larrea, Esq., whose name is
subscribed to the within instrument, and
she acknowledges that she executed it.

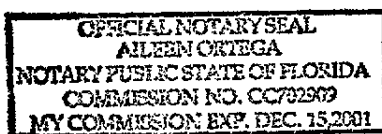
WITNESS my hand and official seal.



Print Name:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



☒ Personally known to me, or
☐ Produced identification: Drivers' License

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR -7 PM 12:09

WITNESSETH

That SENSATION SHOES, INC. desiring to organize under the laws of the State of Florida, has named DADE CORPORATE SERVICES, INC., at 2300 Coral Way, Suite 103 Miami, Florida 33145, as its agent to accept service of process within this state.


ACKNOWLEDGMENT:

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 607.0505, Florida Statutes.

Dated this 6th day of April, 1998.

REGISTERED AGENT:

DADE CORPORATE SERVICES, INC.


Vivian Williams, President