

Laurie Attar
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P98000061075

July 6, 1998

Secretary of State
Division of Corporations
The Capital
P.O. Box 6327
Tallahassee, Florida 32314

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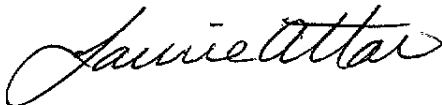
Re: Shoe Lou, Inc.

Gentlemen:

Enclosed herein please find the Articles of Incorporation of **Shoe Lou, Inc.** with consent of Registered Agent.

If you have any questions do not hesitate to contact me.

Very truly yours,



Laurie Attar

encl.

FILED
98 JUL -9 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/10/98

ARTICLES OF INCORPORATION
OF
SHOE LOU, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: SHOE LOU, INC.

The principal place of business of this corporation shall be:
2517 N.W. 21 Terrace, Bay 1, Miami, Florida 33142

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME

ADDRESS

Janni Galleno

2517 N.W. 21 Terrace
Bay 1
Miami, Florida 33142

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TALLAHASSEE, FLORIDA

ARTICLE VI - OFFICERS & DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence, or until their successors are elected, are:

NAME

ADDRESS

Janni Galleno - P/D

2517 N.W. 21 Terrace, Bay 1 *gs.*
Miami, Florida 33142

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

NAME

ADDRESS

Janni Galleno

2517 N.W. 21 Terrace, Bay 1 *gs.*
Miami, Florida 33142

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of July, 1998.

Janni Galleno
(signature)

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 4 day of July, 1998.

Notary Public

(NOTARY SEAL)

Laurie Attar

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 is: Shoe Lou, Inc.
2. The name and address of the registered agent and office is:

Janni Galleno
2517 N.W. 21 Terrace, Bay 1 *gt*
Miami, Florida 33142

Janni Galleno
(signature)

President
Title

7-4-98
Date

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.

X Janni Galleno
(signature)

7-4-98
Date

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TALLAHASSEE, FLORIDA