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LAW OFFICES
GARY J. NAGLE

ATTORNEY AT LAW
14255 U.S. HIGHWAY ONE
SUITE 223
JUNO BEACH, FL 33408

April 16, 1998

(561) 626-0270
FAX 626-1244

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Tall Shoes & Boutique, Inc.

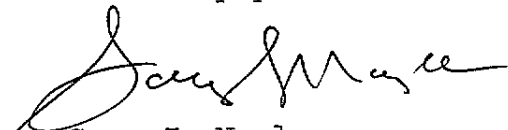
Dear Sirs:

Enclosed please find two (2) original executed Articles of Incorporation for the incorporation of TALL SHOES & BOUTIQUE, INC.

Also enclosed please find a check for \$122.50 representing the statutory filing fee for the above referenced Florida profit corporation.

Please return a certified copy of the Articles of Incorporation to this office for our corporate record book.

Sincerely yours,


Gary J. Nagle

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 10:07

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ARTICLES OF INCORPORATION
OF
TALL SHOES & BOUTIQUE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 10:07

ARTICLE I

The name of this corporation shall be TALL SHOES & BOUTIQUE, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have at any time is One Hundred (100) shares of common stock, \$1.00 par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 705 North Atlantic Avenue, Lantana, FL 33462; and the initial registered agent of this corporation at such office shall be Gary J. Nagle, Esquire, who upon accepting this designation agrees to comply with the provisions of Sections 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Principal Address is the same.

ARTICLE VI

The initial Board of Directors shall consist of Two (2)

members. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3). The names and addresses of the Directors constituting the initial Board of Directors are: Wendy L. Trautvetter, 705 North Atlantic Drive, Lantana, FL 33462 and Robert W. Trautvetter, Jr., 705 North Atlantic Drive, Lantana, FL 33462.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is: Wendy L. Trautvetter, 705 North Atlantic Drive, Lantana, FL 33462.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true. Accordingly, she has set her hand and seal this 14th day of JULY, 1998.

Wendy L. Trautvetter
WENDY L. TRAUTVETTER

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of JULY, 1998 by Wendy L. Trautvetter who is personally known to me or who has produced D.L. as identification.



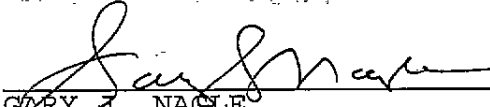
GARY J. NAGLE
MY COMMISSION # CC-406823 EXPIRES
September 13, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Gary J. Nagle
Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for the corporation known as TALL SHOES & BOUTIQUE, INC.


GARY J. NAGLE

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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