

**Sam Sami and Associates, P.A.**  
*Licensed to Represent Taxpayers Before The Internal Revenue Service*  
**8181 West Broward Boulevard, Suite 351**  
**Plantation, Florida 33324**  
**Tel: (954) 474-4100 Fax: (954) 474-3839**

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August 4, 1998

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-08/10/98--01038--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations-Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

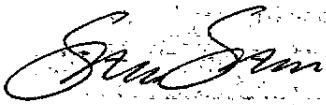
**RE: B & D SHOE CORP.**

Enclosed is an original and one copy of the Articles of Incorporation for the above proposed corporation, together with designation of Registered Agent.

Also enclosed is my check payable to your order in the amount of \$70.00, representing payment of the \$35.00 filing fee, and \$35.00 Designation of Registered Agent.

Please process the Articles of Incorporation and return one copy with the filing date stamped on it. **Please address the copy to my attention.**

Sincerely,



Sam Sami  
For the Firm

98 AUG 10 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION OF**  
**B & D SHOE CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG 10 PM 3:28

APPROVED  
AND  
FILED

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: B & D SHOE CORP.

**ARTICLE II - NATURE OF CORPORATE BUSINESS**

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

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - PREEMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Donald DiMattei  
11841 NW 38 Place  
Sunrise, FL 33323

The principal address and the registered office address are the same.

### **ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



Donald DiMattei

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of the corporation is:

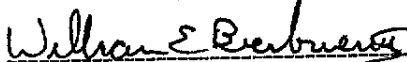
William E. Bierbruer III  
30 NW 190 Street  
North Miami, FL 33169

Donald DiMattei  
11841 NW 38 Place  
Sunrise, FL 33323

### **ARTICLE VI - INCORPORATION**

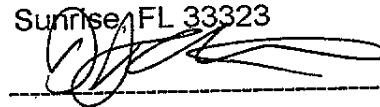
The name(s) and address of the incorporator(s) is:

William E. Bierbruer III  
30 NW 190 Street  
North Miami, FL 33169



William E. Bierbruer III

Donald DiMattei  
11841 NW 38 Place  
Sunrise, FL 33323



Donald DiMattei

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation this 4th day of August, 1998.

William E. Bierbruer III  
William E. Bierbruer III

Donald DiMattei  
Donald DiMattei

98 AUG 10 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

Before me , a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William E. Bierbruer III and Donald DiMattei.

- X   personally known to me, or
- 
- produced identification: Florida Drivers License

executed the foregoing articles of incorporation, and acknowledged before me that they executed those articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of August, 1998.

BoBett Jones  
BoBett Jones, Notary Public  
BOBETT JONES

