

**F98000084076**

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002651293--6  
-09/29/98--01043--002  
\*\*\*\*122.50 \*\*\*\*122.50

**SUBJECT:** \$9.99 SHOE DEPOT, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Gary Fallon  
Name (Printed or typed)  
11450 N W 38th Place  
Address  
Sunrise, FL 33323  
City, State & Zip  
954-748-6395  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 SEP 29 PM 8:41

**FILED**

SEP 30 1998

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**NOTE:** Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

\$9.99 SHOE DEPOT, INC.

The undersigned incorporate, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I. NAME: The name of the Corporation shall be:

\$9.99 SHOE DEPOT, INC.

II. PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

11450 N W 38th Place  
Sunrise, FL 33323

III. SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 SHARES

IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Gary Fallon  
11450 N W 38th Place  
Sunrise, FL 33323

V. INCORPORATORS:

The name(s) and street address of the incorporators to these

Articles of Incorporation are:

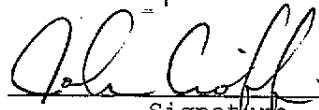
Gary Fallon  
11450 N W 38th Place  
Sunrise, FL 33323

John Cioffi  
1021 S W 134<sup>th</sup> Avenue  
Davie, FL 33325

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TALLAHASSEE FLORIDA

The undersigned incorporators have executed these Articles of Incorporation this 18th day of September, 1998.

  
Signature

  
Signature

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

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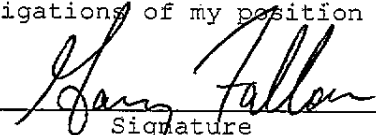
1. The name of the corporation is:

\$9.99 SHOE DEPOT, INC.

2. The name and address of the registered agent and office is:

Gary Fallon  
11450 N W 38th Place  
Sunrise, FL 33323

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

09/28/98  
Date