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TRANSMITTAL LETTER

January 1, 1999

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

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-02/17/99--01012--010
*****78.75 *****78.75

SUBJECT: SHOE MART OF JACKSONVILLE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 Filing Fee & Certificate.

FROM: Yu D. Han, C.P.A.
10916-1A Atlantic Blvd.
Jacksonville, FL 32225
Tel: (904) 565-9902
Fax: (904) 565-9904

FILED
99 FEB 17 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
SHOE MART OF JACKSONVILLE, INC.**

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

ARTICLE I NAME

The name of this corporation shall be:

SHOE MART OF JACKSONVILLE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Office:

5526 SOUTEL DRIVE
JACKSONVILLE, FL 32219

Mailing Address:

c/o Yu D. Han, C.P.A.
10916-1A Atlantic Blvd.
Jacksonville, FL 32225

ARTICLE III CAPITAL STOCK

The corporation is authorized to issue only one class of stock. The number of shares authorized shall be 1,000 and the par value of each share is \$1.00.

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be:

Yu D. Han, C.P.A.
10916-1A Atlantic Blvd.
Jacksonville, FL 32225

ARTICLE V INCORPORATOR

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

SUN H. LEE
350 CROSSING BLVD. 1106
ORANGE PARK, FL 32073

ARTICLE VI TERMS OF EXISTENCE

The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE VII BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

ARTICLE VIII INITIAL BOARD OF DIRECTOR

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws but shall never be more than ten. the names and addresses of the initial Director of this corporation is:

SUN H. LEE
350 CROSSING BLVD. 1106
Orange Park, FL 32073

ARTICLE IX INDEMNIFICATION

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

ARTICLE X OFFICER

The name and address of the Officer of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President: SUN H. LEE
 350 CROSSING BLVD. 1106
 Orange Park, FL 32073

ARTICLE XI AMENDMENT

These articles may be amended in the manner provided by law. In witness whereof, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 1st day of January 1999.



SUN H. LEE

Certificate Of Designation Of Registered Agent

Pursuant to the provisions of section 607.0501 or 617.0501, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:

SHOE MART OF JACKSONVILLE, INC.

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

YU D. HAN, C.P.A.
10916-1A ATLANTIC BLVD.
JACKSONVILLE, FL 32225

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.

Yu D. Han

YU D. HAN, C.P.A.

01/01/99

DATE

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