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ARTICLES OF INCORPORATION

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

ARTICLE 1. - NAME

SHOES AND MORE INCORPORATED

99 MAR -5 PM 2: 1
SECRETARY OF STATE
TALLAHASSEE, FLORID

ARTICLE 2. - PRINCIPAL OFFICE

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

6305 Miramar Pkwy. Miramar, FL 33023

ARTICLE 3. - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by: FRANK A. COLANGELO 7300 W. McNab Road Suite 211 Tamarac, FL 33321 (954) 718-8572

ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:		=			
RAMSARRAN RATTAN 6305 Miramar Pkwy					
Miramar, FL 33023		ŧ			
ARTICLE 5 INCORPORATORS					
The name and street address of the incorporator to these Articles of Ir	ıcorpora	tion is:			
RAMSARRAN RATTAN 6305 Miramar Pkwy.					
Miramar, FL 33023		-			
ARTICLE 6 OFFICERS		 - 			
The name of the initial officer to these Articles of Incorporation:					
RAMSARRAN RATTAN, President 6305 Miramar Pkwy.	-				
Miramar, FL 33023	-				

ARTICLE 7. - DIRECTORS

The name of the initial director to these Articles of Incorporation is:

RAMSARRAN RATTAN 6305 Miramar Pkwy. Miramar, FL 33023

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

RAMSARRAN RATTAN

DATED: 3-3-99

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

SHOES AND MORE

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

FILED

39 MAR -5 PM 2: 11

SECRETARY OF STATE TALLAHASSEE, FLORIDA

RAMSARRAN RATTAN 6305 Miramar Pkwy. Miramar, FL 33023

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 - REGISTERED AGENT

DATE: 3-3.99