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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

EFFECTIVE DATE
3-29-99

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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Payless USA Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

EFFECTIVE DATE

3-29-99

Article I. Name

The name of this Florida corporation is:
Payless USA Inc.

Article II. Address

The mailing address of the Corporation is:
Payless USA Inc.
15635 SW 100 Terrace
Miami FL 33196

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Rajesh Melwani
15635 SW 100 Terrace
Miami FL 33196

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Rajesh Melwani

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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TALLAHASSEE FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 29, 1999.

The undersigned incorporator executed these Articles of Incorporation on March 29, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Payless USA Inc.

REGISTERED AGENT/OFFICE:
Rajesh Melwani
15635 SW 100 Terrace
Miami FL 33196

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RAJESH MELWANI
by L.A. Uriarte as attorney-in-fact

Date: March 29, 1999

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