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ROGER BARRY DAVIS

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OF COUNSEL

March 25, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

**Re: Articles of Incorporation of World Shoe, Inc.
Our File No. 11.76-100.288**

Dear Ladies and Gentlemen:

Respecting the captioned Corporation enclosed herewith are:

1. Original Articles of Incorporation of World Shoe, Inc.
2. Our client's check no. 31187, in the amount of Seventy-eight Dollars and Seventy-five cents (\$78.75), representing the filing fee and a certified copy;
3. A federal express mailer for return of a certified copy of the Articles of Incorporation.

Please establish this entity, and thank you for your usual attention to this matter.

Sincerely,

By: 
ROGER BARRY DAVIS

RBD:ilh
encls.

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99 APR -1 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 6 1999

ARTICLES OF INCORPORATION

OF

WORLD SHOE, INC.

The undersigned, subscriber to the Articles of this corporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is:

WORLD SHOE, INC.

and its principal office's mailing address is:

8730 N.W. 36TH Avenue
Miami, Florida 33147

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TALLAHASSEE, FLORIDA

ARTICLE TWO

DURATION

This corporation shall have a perpetual term of existence, unless earlier dissolved pursuant to law.

ARTICLE THREE

PURPOSE

The corporation has been organized for the purpose of transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000.00, all of which shall be common shares with a par value of Ten Cents (\$.10). The

Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 8730 N.W. 36th Avenue, Miami, Florida 33147, and the name of the initial registered agent at such address is JULIO E. MAGRISO.

ARTICLE SIX

DIRECTORS

The Board of Directors of the corporation shall consist of not more than three (3) members nor less than one (1) member.

The names and addresses of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
ALBERTO BARROCAS Chairman of the Board/ Director	8730 N.W. 36 TH AVENUE Miami, Florida 33147
JOSE E. BARROCAS President/Director	8730 N.W. 36 th AVENUE Miami, Florida 33147
JACOB BARROCAS Secretary/Treasurer/ Director	8730 N.W. 36 th AVENUE Miami, Florida 44137

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator hereof is:

ALBERTO BARROCAS
8730 N.W. 36th AVENUE
Miami, Florida 33147

ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name to this instrument.



ALBERTO BARROCAS
as Sole Incorporator

STATE OF FLORIDA : FLORIDA

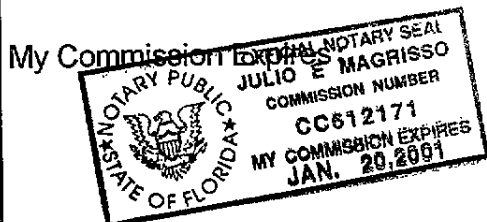
COUNTY OF DADE : DADE

The foregoing instrument was acknowledged before me this 26th day of March, 1999 by: ALBERTO BARROCAS, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of
Florida at Large

JULIO E. MAGRISSO
Print Notary Name



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process of the stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JULIO E. MAGRISSO
Registered Agent

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TALLAHASSEE, FLORIDA