

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

700002845907--4

-04/21/99--01050--023

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RIZO SHOE ORTHOPEDICS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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2.02



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 APR 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 APR 21 AM 11:30
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
RIZO SHOE ORTHOPEDICS, INC.**

99 APR 21 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporators and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
RIZO SHOE ORTHOPEDICS

ARTICLE II

The corporation shall commence existence upon the filing of this articles of Incorporation by the Department of State, State of Florida and shall have perpetual existence.

ARTICLE III

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States , State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV

The aggregated number of shares which this corporation shall have authority to issue is the total of 100 shares, having an individual par value of \$100.00 each, and shall be only common class of stock in this corporation.

Prepared by : Carlos Granizo , Accountant
10920 West Flagler Street # 204
Miami, Fl 33174

The shares of this corporation shall belong initially to:

Oscar Rizo	35 Shares
Robert Rizo	25 Shares
Oscar Rizo Jr.	25 Shares
Grettel Rizo	5 Shares
Tracy Rizo	5 Shares
Rolando Rodriguez	5 Shares

ARTICLE V

The name and address of the initial registered agent , registered office, and principal office of this corporation Shall be:

Oscar Rizo
1393 South West 1st Street # 104B
Miami, Florida 33135

ARTICLE VI

The Initial Board of Directors shall consist of three (3) persons and the names of these persons who are to serve as initial directors shall be :

Oscar Rizo Jr.	President
Grettel Rizo	Vice president
Robert Rizo	Secretary
Oscar Rizo	Treasurer

ARTICLE VII

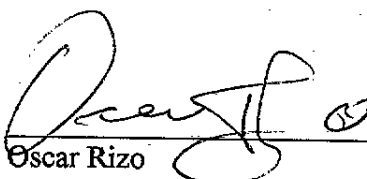
The name and address of the Incorporators executing these Articles of Incorporation are:

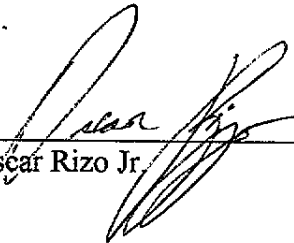
Oscar Rizo
830 SW 14th Ave
Miami , Fl 33135

Oscar Rizo Jr
830 SW 14th Ave
Miami, Fl 33135

Grettel Rizo
830 SW 14th Ave
Miami, Fl 33135

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation , on this 20 day of April, 1999.-


Oscar Rizo



Oscar Rizo Jr.



Grettel Rizo

In pursuance of Chapter 607.34 F.S. , the Following is submitted , in compliance with said act:

First that

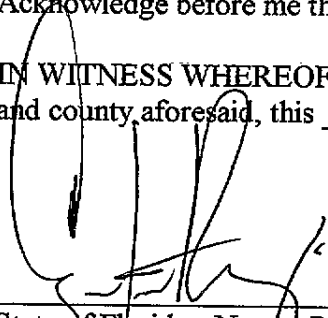
RIZO SHOES, INC.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, Authorized to take acknowledgments in the State and County set forth above, personally appeared OSCAR RIZO, OSCAR RIZO Jr and GRETTEL RIZO , Known to me to be the persons who executed the foregoing Articles of Incorporation and they Acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20 day of April, 1999.



State of Florida - Notary Public

 Gustavo Ruiz
Commission # CC 770781
Expires AUG. 26, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
99 APR 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA