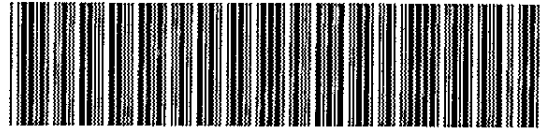


P99000036551

(Requestor's Name)

(Address)

(Address)



100014778421

01/01/03--01087--009 **35.00

From: Millennium Shoe Corp usda
318 NW 25 ST
Miami, FL 33127

Certified Copies _____ Certificates of Status _____

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SECRETARY OF THE
TREASURY

Arstart
T. Lewis 4/9/03

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MILLENNIUM SHOES CORPORATION U.S.A.**

FILED
03 APR -1 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of **MILLENNIUM SHOES CORPORATION U.S.A.** originally filed with the Secretary of State of the State of Florida on April 21, 1999, are hereby amended and restated in their entirety as follows:

Pursuant to Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, the following amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors and the Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act on March 27, 2003.

**ARTICLE I
NAME**

The name of the corporation is **MILLENNIUM SHOES CORPORATION U.S.A.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 318 NW 25th Street, Miami, Florida 33127.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation is authorized to issue is 100 shares of common stock, par value \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 318 NW 25th Street, Miami, Florida 33127. The name of the Corporation's registered agent at that office is Ching-Chuang Huang.

ARTICLE V
DIRECTORS

The name and address of the sole Director of this Corporation is Ching-Chuang Huang, 318 NW 25th Street, Miami, Florida 33127. The person named as sole Director shall hold office until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VI
OFFICERS

The sole officer of this Corporation is as follows:

Ching-Chuang Huang, President, Vice President and Secretary.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of March __, 2003.

By: _____

Ching-Chuang Huang, President

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **MILLENNIUM SHOES CORPORATION U.S.A.**, a Florida corporation (the "Corporation"), in the Corporation's amended and restated articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of March, 2003.

Ching-Chuang Huang