

TRANSMITTAL LETTER

P99000036897

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: \$9.99 FACTORY SHOES, INC.
(Proposed corporate name - must include suffix)

400002845344--3
-04/20/99--01075--016
****122.50 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GARY FALLON
Name (Printed or typed)

11450 N W 38th Place
Address

Sunrise, FL 33323
City, State & Zip

954-578-8878
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 20 PM 4:06

FILED

NOTE: Please provide the original and one copy of the articles.

T. SMITH APR 22 1999

ARTICLES OF INCORPORATION

OF

\$9.99 FACTORY SHOES, INC.

The undersigned incorporate, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I. NAME: The name of the Corporation shall be:

\$9.99 FACTORY SHOES, INC.

II. PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

11450 N W 38th PLACE
SUNRISE, FL 33323

III. SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 SHARES at \$ 1.00 Par Value

IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

GARY FALLON
11450 N W 38th PLACE
SUNRISE, FL 33323

V. INCORPORATOR:

The name and street address of the incorporator to these Articles of Incorporation is:

Gary Fallon
11450 N W 38th Place
SUNRISE, FL 33323

John Cioffi
1021 S W 134th Avenue
Davie, FL 33325

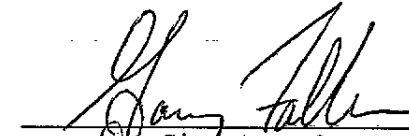
Joseph Pieret
3750 Inverrary Drive
Lauderhill, FL 33319

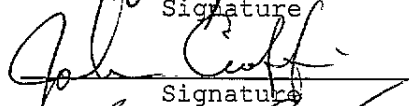
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

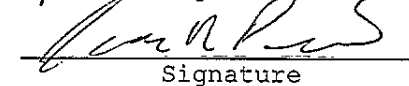
99 APR 20 PM 4: 06

FILED

The undersigned incorporator has executed these Articles of
Incorporation this 16 day of April, 1999.



Signature


Signature


Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

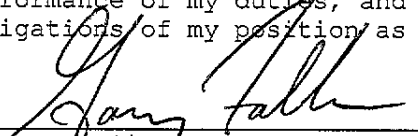
1. The name of the corporation is:

\$9.99 FACTORY SHOES, INC.

2. The name and address of the registered agent and office is:

GARY FALLON
11450 N W 38th PLACE
SUNRISE, FL 33323

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

04/16/99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 20 PM 4:06

FILED