

DAVID H. CHARLIP, P.A.
600 South Andrews Avenue
Colonial Bank Building - 6th Floor
Fort Lauderdale, Florida 33301
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P99000039707

April 16, 1999

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
4-20-99

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-04/28/99--01121--002
*****78.75 *****78.75

Re: SNEAKER OUTLET & MORE (BELLE GLADE), INC.

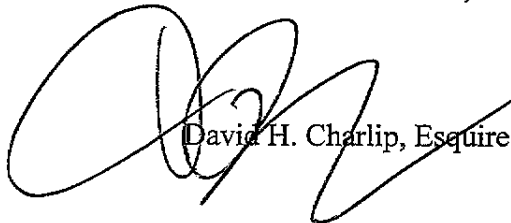
Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Kindly file the original and return to the undersigned the original containing the filing information. Also enclosed is my check in the amount of \$78.75 for your filing fee and for a certified copy of the Certificate of Incorporation.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

DAVID H. CHARLIP, P.A.


David H. Charlip, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure(s)
cc: client
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F. CHESLER MAY 3 - 1999

**ARTICLES OF INCORPORATION OF
SNEAKER OUTLET & MORE (BELLE GLADE), INC.**

I, the undersigned subscriber and incorporator to these Articles of Incorporation, an individual, have hereby executed the following documents for the purpose of incorporating the above named corporation.

ARTICLE I - NAME

The name of this Corporation shall be **SNEAKER OUTLET & MORE (BELLE GLADE), INC.**

EFFECTIVE DATE
4-20-99

ARTICLE II - NATURE OF BUSINESS

This corporation is organized as a corporation for profit and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation is Three Thousand (3,000.00) shares, each having a par value of One Cent (\$0.01) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall commence existence on April 20, 1999 (assuming that these Articles are filed within Five (5) days of that date, otherwise as of the date these Articles were filed) and have perpetual existence unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V - PRINCIPAL OFFICE

Following is the present street address and principal office of the corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida and to establish branch offices and other places of business at such other places within or without the State of Florida as may be deemed expedient:
435 S.E. 2nd Street, Belle Glade, Fl. 33430.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office shall be as follows:

Registered office: 600 South Andrews Ave.
Colonial Bank Building - 6th Fl.
Ft. Lauderdale, Fl. 33301

This name of the registered agent of this corporation at that address shall be: David H. Charlip, Esq.

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of one (3) persons. This number may be increased or decreased from time to time without need to amend these Articles but shall never be less than one (1). All Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed by the shareholders at a meeting duly convened for that purpose. The initial Board of Directors shall consist of the following individuals:

Enos M. Bain
133 NW 11 Street
Belle Glade, Florida 33430

Carol Bain
1651 W. Sandpiper Circle
Pembroke Pines, Florida 33026

Hattie Bain
133 NW 11 Street
Belle Glade, Florida 33430

ARTICLE VIII - SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any of his shares of stock.

2. No shareholder of this Corporation may transfers or

otherwise dispose of his shares of stock in this Corporation except in accordance with the Bylaws of this Corporation.

3. This Corporation shall have the power to enter into or become a partner in, any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any legal business or to make any legal investment otherwise permitted for this Corporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests if its directors or shareholders, shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A stock bonus plan;
- (e) A thrift and savings plan;
- (f) A stock option plan; or
- (g) Other retirement, death benefit or incentive compensation plans.

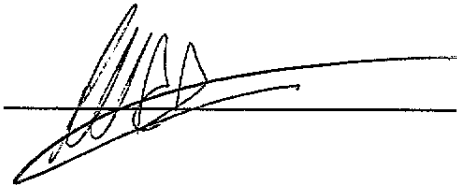
5. No contract or other transaction between this Corporation and any other person, firm, association, partnership or corporation, in absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested; and no person, firm association, partnership or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interested in such contract, account, firm, association, partnership, or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association,

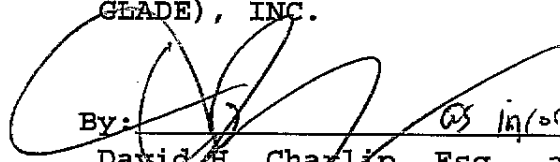
partnership or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this reservation.

DATED: 4/16/99 SNEAKER OUTLET & MORE (BELLE GLADE), INC.




By:  as incorporator
David H. Charlip, Esq., as
Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared David H. Charlip, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hands and my official seal this 16 day of April, 1999.


NOTARY PUBLIC, State of Florida
at Large

[SEAL]

MY COMMISSION EXPIRES:



Michael R. Bass
MY COMMISSION # CC692699 EXPIRES
October 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

DAVID H. CHARLIP, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts obligations of Registered Agent under Section 607.0505 Florida Statutes.

By: 
DAVID H. CHARLIP, ESQ.

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99 APR 28 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA