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Florida Department of State
Division of Corporations
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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 18 PM 4:00

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FLORIDA PROFIT CORPORATION OR P.A.

sneakers.com, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

(5)

- OF -

SNEAKERS.COM, INC.

ARTICLE I - NAME

The name of this corporation is SNEAKERS.COM, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$.001 par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 N.W. 1st Avenue, Suite 20, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is: Gary N. Mansfield, Esq.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall 1000 N.W. 1st Avenue, Suite 20, Boca Raton, Florida 33432.

Prepared by:

Gary N. Mansfield, Esquire
Florida Bar No: 61913
20191 East Country Club Drive #1502
Aventura, Florida 33160

(305) 692-1950

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Gary N. Mansfield
20191 East Country Club Drive, 1502
Aventura, Florida 33180

Seth A. Elliott
16 Park Avenue, 6B
New York, NY 10016

Heidi Gross
22299 Woodspring Drive
Boca Raton, Florida 33428

Steven Kleiman
7101 Geminata Oak Court
Palm Beach Gardens, Florida 33410

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Gary N. Mansfield, Esq., 20191 East Country Club Drive #1502, Aventura, FL 33180.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

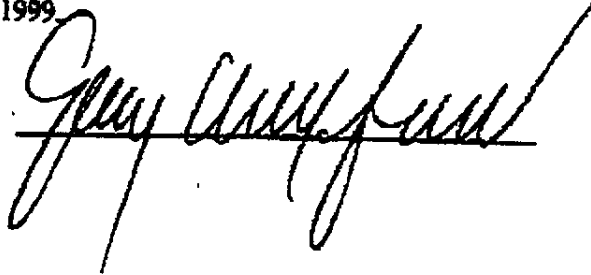
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ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of May, 1999.



STATE OF FLORIDA)

ss:

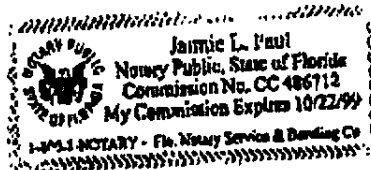
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Gary N. Mansfield to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 17th day of May, 1999.


NOTARY PUBLIC

My Commission Expires:



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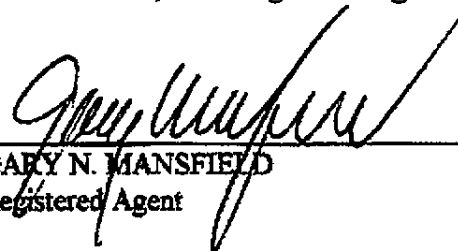
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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, SNEAKERS.COM, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, as its Registered Agent to accept service of process within this State.


GARY N. MANSFIELD
Registered Agent

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TALLAHASSEE, FLORIDA

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