

Charter Number Only

7/19/99
Brenda Hacker
1500 N.W. 49th #608
Ft. Lauderdale FL 33309
954) 493-5338 A

VALIDATION ONLY

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CORPORATION(S) NAME

Contender Footwear, INC

FILED
99 JUL 20 PM 12:27
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Empire Toll Free: 1-800-432-3028

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() NonProfit () Amendment () Merger
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() Limited Partnership () Annual Report () Other
() Reinstatement () Reservation () Change of Registered Agent
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
CONTENDER FOOTWEAR, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: **CONTENDER FOOTWEAR, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: **2545 N.W. 3rd Avenue, Miami, Florida 33127.**

ARTICLE III - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV - PURPOSE

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares this corporation is authorized to have outstanding at any one time is **1,000,000 at \$.001 par value**, all of one class, common stock, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

The shareholders may, by By-Law provision or by shareholder agreement,

recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: **2545 N.W. 3rd Avenue, Miami, Florida 33127** and the name of the initial registered agent of this corporation at that address is **DENNY SHUB**. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have two (2) officers and directors initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The name and address of the initial officers and directors who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Marshal Kramer, President
2545 N.W. 3rd Avenue
Miami, Florida 33127

Denny Shub, V.P., Secretary
2545 N.W. 3rd Avenue
Miami, Florida 33127

ARTICLE VIII - INCORPORATOR

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

Denny Shub
2545 N.W. 3rd Avenue
Miami, Florida 33127

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the

shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

ARTICLE X - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to it's members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.

ARTICLE XII - INDEMNIFICATION


Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850(1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested

directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision(s) 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 incorporator has executed these Articles of Incorporation this 16 day of July, 1999.


Denny Shub

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **DENNY SHUB**, who provided me with Personally Known for identification, or who is to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of July, 1999.


Notary Public State of Florida



My Commission Expires:

Notary's Printed Name

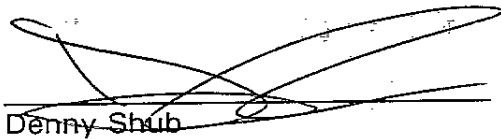
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

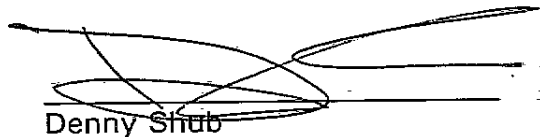
CONTENDER FOOTWEAR, INC., desiring to organize or qualify under the laws of the State of Florida, with it's principal place of business at Miami, County of Miami-Dade, State of Florida, has named **DENNY SHUB**, located at: **2545 N.W. 3rd Avenue, Miami, Florida 33127**, as it's agent to accept service of process within the State of Florida.

INCORPORATOR:


Denny Shub

Having been named to accept service of process for the above-referenced corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 7-16-99


Denny Shub

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99 JUL 20 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA