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KATHERINE HARRIS  
TALLAHASSEE, FLORIDA****99 NOV 18 PM 1:55****FILED****FLORIDA PROFIT CORPORATION OR P.A.****SHOES BY US, INC.**

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 16, 1999

EMPIRE

SUBJECT: SHOES BY US, INC.  
REF: W99000026357

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight  
Document Specialist

FAX Attn. #: R99000029115  
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ARTICLES OF INCORPORATION  
OF  
SHOES BY US, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is SHOES BY US, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purposes of Real Estate Investment and any other business.

ARTICLE IV  
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson  
ROBINSON & COMPANY  
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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#### ARTICLE V

The name of the initial registered agent of this corporation is STEVEN WILLIAMS. The street address of the initial registered office of the corporation in the State of Florida is 2929 S STATE ROAD 7 HOLLYWOOD FLORIDA, 33023

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

STEVEN WILLIAMS

15201 SW 51 ST  
DAVIE, FL 33331

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is STEVEN WILLIAMS of 2929 S STATE ROAD 7, HOLLYWOOD FLORIDA 33025

#### ARTICLE VIII BYLAWS

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The power to adopt, altar, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 12 day of Nov 1999.

  
STEVEN WILLIAMS

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STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared STEVEN WILLIAMS known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 12 day of Nov 1999.



J. A. ALLEN  
My Comm Exp. 4/13/2001  
Bonded By Service Ins  
No. CC635384  
[X] Personally Known [ ] Other I.D.

J. A. Allen  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 4.13.2001

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that SHOES BY US, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2929 S STATE ROAD 7, HOLLYWOOD, FLORIDA 33023, has named STEVEN WILLIAMS of 2929 S. STATE RD. 7, HOLLYWOOD, FL 33023, as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 12 day of Nov, 1999.

BY: *Steven Williams*  
STEVEN WILLIAMS  
Registered Agent

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