

Charter Number Only

11-8-99
19900101567

Mary J. Baine
Requestor's Name
10880 SW 136 terrace
Address
Miami, FL 33176
City State ZIP Phone

308-256-9932

REGISTRATION ONLY

800003049248-4
-11/19/99-01009-014
*****78.75 *****78.75

CORPORATION(S) NAME

WorldClass footwear International, Inc.

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TALLAHASSEE FLORIDA

- Profit
- NonProfit
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- Will Wait
- Merger
- Mark
- Other
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- After 4:30
- Pick Up
- Mail Out

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Examiner
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Verifier
Acknowledgment
W.P. Verifier

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TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF

WORLDCLASS FOOTWEAR INTERNATIONAL, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

WORLDCLASS FOOTWEAR INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

14951 South Dixie Highway, Miami, Florida 33176

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in the lawful practice of business and all activities incidental thereto under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) SHARES AT ONE DOLLAR (1.00) PAR VALUE

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS, DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

PRESIDENT: BARRY HANNA.
14951 South Dixie Highway, Miami, Florida 33176

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE:

Pursuant to the provisions of Section 607.034 and 607.325, 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:

WORLDCLASS FOOTWEAR INTERNATIONAL, INC.

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

BARRY HANNA
14951 SW South Dixie Highway, Miami, FLORIDA 33176

SIGNATURE: _____

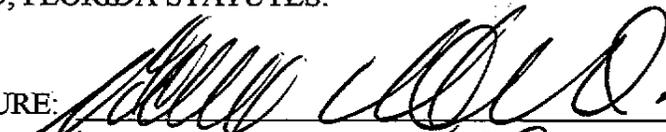

(Corporate Officer)

TITLE: **PRESIDENT**

DATE: November 15, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____



DATE: _____



VICE PRESIDENT / SECRETARY: GINA BERTEMATTI
14951 South Dixie Highway, Miami, Florida 33176

VICE PRESIDENT / TREASURER: SONIA HANNA
14951 South Dixie Highway, Miami, Florida 33176

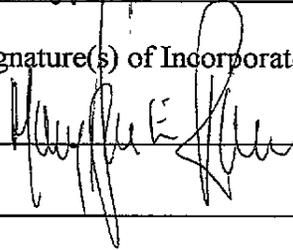
ARTICLE VI: INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s), to this Articles of Incorporation is(are):

MARY JANE E. RAINE,
10880 SW 136 TERRACE, MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17 day of November, 1999.

Signature(s) of Incorporator(s)



STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this

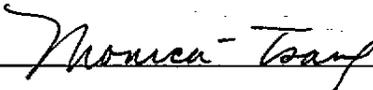
day of NOVEMBER, 1999, by

Mary Jane E. Raine
(Name of Incorporator)

of Worldclass Footwear International, Inc.
(Name of Corporation)

FILED
99 NOV 19 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Notary Public



My Commission expires: 11-20-02



Monica Tsang
Commission # CC 780424
Expires NOV. 20, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.