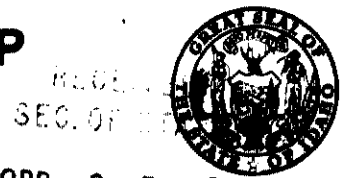


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# AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

To the Secretary of State of Idaho,  
Statehouse, Boise, Idaho 83720



1. The name of the limited partnership is: Brown's Shoe Fit Company of Pocatello, Idaho, Limited Partnership

2. The date on which its certificate of limited partnership was filed with the Secretary of State was: December 29, 1987

3. The certificate of limited partnership is amended as follows: (check appropriate box(es))

a. The name of the limited partnership is amended to read:  
\_\_\_\_\_

b. The name and business address of the registered agent are amended to read:  
\_\_\_\_\_

c. The name of each ~~new~~ <sup>CONVERTING</sup> general partner is:  
Wayne G. Bernahl, Russell L. Smith

d. The name and business address of each new general partner are:  
(If more space is needed, continue in block f)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

e. The business of the limited partnership is continued following an event of withdrawal of a general partner.

f. Other amendments (optional):

Above General Partners have elected to convert their General Partnership interests to Limited Partnership interests

SPC:LL

4. Signature of at least one general partner and all new general partners:

Brown's Shoe Fit Co., General Office, Inc. a General Partner  
by \_\_\_\_\_

*Wayne G. Bernahl*

Secretary of State use only

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