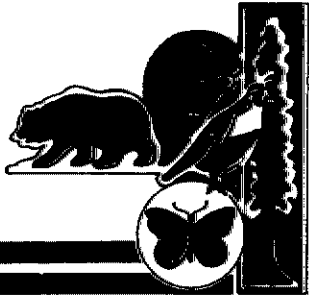


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State of California

OFFICE OF THE SECRETARY OF STATE

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I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 2nd day of October, 1990,
there was filed in my office an Articles of Merger
merging LARRY DAHLE SHOES
a California corporation, into LARGE & TALL FACTORY OUTLET, INC.
, a Utah corporation.

Further that according to our records said merged California corporation has ceased to exist as a separate corporate entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 11th day of December, 1990.

March Fong Eu
Secretary of State

