



Department of State.

CERTIFICATE OF DISSOLUTION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of dissolution of SENACK SHOES OF IDAHO, INC.

_____, file number 37736,

was filed in the Office of the Secretary of State on February 12, 19 79,

and that the articles comply with Chapter 3, Title 30, Idaho Code.

I FURTHER CERTIFY, That the corporation is dissolved and that the corporate existence shall cease as of this date.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, The Capital of Idaho, this 12th day of February, A.D., 19 79.

PETE T. CENARRUSA
Secretary of State

Corporation Clerk

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ARTICLES OF DISSOLUTION

OF

SECRETARY OF
STATE

SENACK SHOES OF IDAHO, INC.

a) The name of the corporation being dissolved is SENACK SHOES OF IDAHO, INC. and it is located at 1248 Andes Boulevard, St. Louis, Missouri 63132, which location is also its post office address.

b) The names and addressed of the last officers and directors of the corporation and their respective offices are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Jack Spewak	1248 Andes Blvd. St. Louis, Mo. 63132
R.S. Kemper	1248 Andes Blvd. St. Louis, Mo. 63132
W.L. Edwards, Jr.	10 Broadway St. Louis, Mo. 63102
J.L. Riedy	10 Broadway St. Louis, Mo. 63102
Ben H. Spewak	1248 Andes Blvd. St. Louis, Mo. 63132
J.H. Scott	1248 Andes Blvd. St. Louis, Mo. 63132

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jack Spewak	President	1248 Andes Blvd. St. Louis, Mo. 63132
R.S. Kemper	Vice President	1248 Andes Blvd. St. Louis, Mo. 63132
	Secretary & Treasurer	

c) The notices required by Section 30-302 (c), Idaho Code, have been given.

d) All debts, obligations and liabilities of the corporation have been paid and discharged.

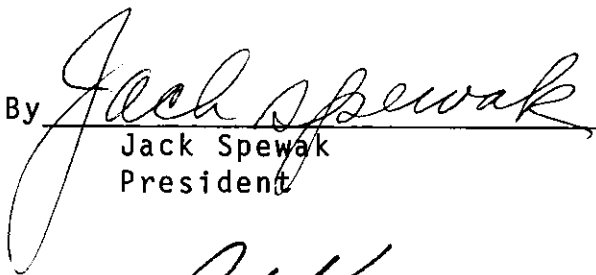
e) All the remaining property and assets of the corporation have been distributed to the sole shareholder, Senack Shoes, Inc., pursuant to its one hundred percent (100%) ownership of the shares of stock of the dissolving corporation.

f) There are no suits pending against the corporation in any court.

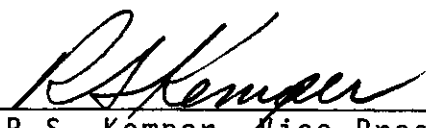
The below named officers executing and verifying these Articles of Dissolution acknowledge that they will be jointly and severally liable for any damages caused to any creditor or shareholder of the corporation by any knowingly false statement contained in the said Articles of Dissolution.

SENACK SHOES OF IDAHO, INC.

By

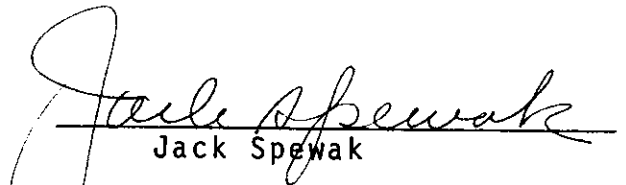

Jack Spewak
President

By


R.S. Kemper, Vice President,
Secretary and Treasurer

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I, Jack Spewak, being first duly sworn, deposes and says that he is President and a director of SENACK SHOES OF IDAHO, INC., the dissolving corporation, that he has read the said Articles of Dissolution and knows the contents thereof, and he believes the facts therein and states them to be true.



Jack Spewak

Subscribed and sworn to before me this 26th day of December,
1978.



Suzanne Kateman

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

R.S. Kemper, being first duly sworn, deposes and says that he is Vice President, Secretary and Treasurer of SENACK SHOES OF IDAHO, INC. that he has read the Articles of Dissolution and knows the contents thereof, and that he believes the facts therein stated to be true.


R.S. Kemper

Subscribed and sworn to before me this 26th day of
December, 1978.


Suzanne Kateman

MINUTES OF SPECIAL MEETING

OF

BOARD OF DIRECTORS

OF

SENACK SHOES OF IDAHO, INC.

TO DISSOLVE

A special Meeting of the Board of Directors of Senack Shoes of Idaho, Inc. was held at St. Louis, Missouri at the hour of 2:00 p.m. on July 24, 1978. Mr. Jack Spewak served as Chairman and Mr. R. S. Kemper acted as Secretary.

The Secretary presented a Waiver of Notice of Special Meeting executed by all of the directors of the corporation, which Waiver of Notice was ordered filed with the minutes of the meeting. The Chairman declared that a quorum was present.

The Chairman stated that the meeting was called for the purpose of considering the advisability of liquidating and dissolving the corporation.

After full consideration and discussion, upon motion duly made, seconded and carried, it was:

RESOLVED, That the Board of Directors of this corporation deems it advisable that the corporation be liquidated and dissolved as of July 31, 1978, and that the assets be applied toward payment of the indebtedness of the corporation; that following the payment of all such indebtedness, any excess be distributed to the stockholders of the corporation in

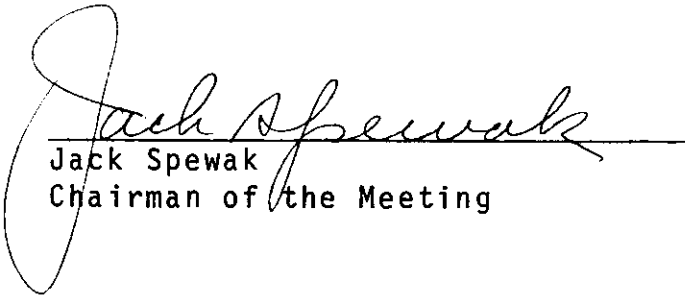
complete cancellation and redemption of all issued and outstanding capital stock;

RESOLVED, That a meeting of the stockholders of this corporation to take action upon the foregoing resolution, be, and is hereby, called to be held on the 31st day of July, 1978; at St. Louis, Missouri.


RESOLVED FURTHER, That the Secretary of this corporation be and is hereby directed to cause notice of said meeting of stockholders to be given to each stockholder of record as required by law and the corporation's By-Laws;

RESOLVED FURTHER, That if the stockholders authorize the liquidation and dissolution of this corporation, the proper officers be and they are hereby authorized and directed to execute, acknowledge and cause to be filed such instruments as may be necessary to complete the liquidation and dissolution of this corporation.

There being no further business to come before the meeting, it was adjourned.



Jack Spewak
Chairman of the Meeting



R. S. Kemper
Secretary of the Meeting

CERTIFICATE
OF THE
CORPORATE SECRETARY
OF SENACK SHOES OF IDAHO, INC.

February 9, 1979

I, R. S. Kemper, Secretary of Senack Shoes of Idaho, Inc.
hereby certify that the following resolution was unanimously
adopted at a special meeting of Stockholders held at St. Louis,
Missouri held on July 31, 1978:

RESOLVED, That the shareholder of this corporation consents
to the corporation being dissolved and that the assets be
applied toward payment of the indebtedness of the corporation,
and has so consented to the dissolution of Senack Shoes of
Idaho, Inc. by act of its parent corporation and sole share-
holder, Senack Shoes, Inc. by proxy exercised at a meeting
of shareholders of Senack Shoes of Idaho, Inc. held on July
31, 1978.



R. S. Kemper, Secretary

MINUTES OF SPECIAL MEETING

OF

STOCKHOLDERS

OF

SENACK SHOES OF IDAHO, INC.

A Special Meeting of Stockholders of this corporation was held at St. Louis, Missouri at 2:00 p.m. on July 31, 1978. Mr. Jack Spewak acted as Chairman and Mr. R. S. Kemper acted as Secretary.

The sole stockholder was represented by proxy held by Mr. Jack Spewak. The proxy was ordered filed with the Minutes of this meeting.

The Secretary presented and read a Waiver of Notice of Special Meeting signed by all the stockholders of this corporation and the Secretary was ordered to file said Waiver of Notice with the Minutes of this meeting.

The Chairman read to the meeting the Minutes of a Special Meeting of the Board of Directors held on July 24, 1978, at which it was recommended that this corporation be liquidated and dissolved.

After full consideration and discussion, upon motion duly made, seconded and carried, it was:

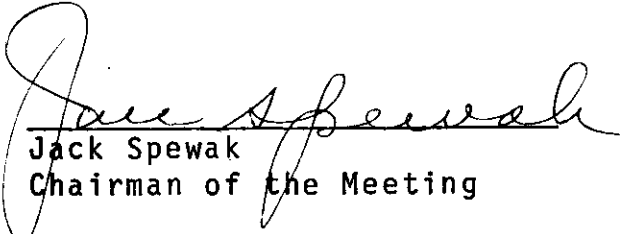
RESOLVED, That the corporation be liquidated and dissolved as of July 31, 1978, and that the assets be applied toward payment of the indebtedness of the corporation;

RESOLVED, That, following the payment of all indebtedness, any excess be distributed to the stockholders of the corporation in complete cancellation and redemption of all issued and outstanding capital stock;


RESOLVED, That, the Chairman, of the Board, the President or the Vice-President, and the Secretary, be, and they are hereby, authorized to sign, acknowledge and cause to be filed, such instruments as may be necessary to complete the voluntary liquidation and dissolution of this corporation; and

RESOLVED FURTHER, That, the voluntary procedure for liquidating and dissolving the corporation shall be deemed to commence on July 31, 1978, and that the corporation shall cease to carry on business on close of business July 31, 1978.

There being no further business to come before the meeting,
it was adjourned.



Jack Spewak
Chairman of the Meeting



R. S. Kemper
Secretary of the Meeting

P R O - X Y
SPECIAL MEETING OF STOCKHOLDER
OF
SENACK SHOES OF IDAHO, INC.
CONSENTING TO ITS DISSOLUTION

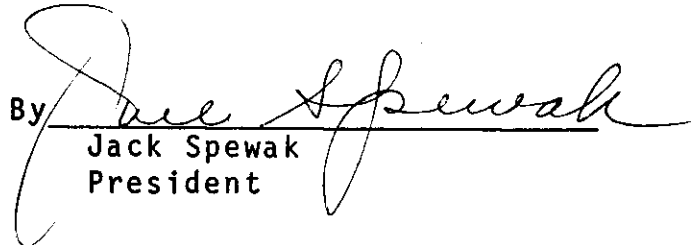
The undersigned, being the owner of 2,500 shares of the capital stock of Senack Shoes of Idaho, Inc. does hereby constitute and appoint Jack Spewak its true and lawful attorney in its name, place and stead, to vote upon the stock owned by the corporation, or standing in its name, as its proxy, at the Special Meeting of the Stockholders of Senack Shoes of Idaho, Inc. to be held at St. Louis, Missouri at 2:00 p.m. on the 31st day of July, 1978, for the purpose of consenting to the dissolution of Senack Shoes of Idaho, Inc.

The execution on behalf of said stockholder, Senack Shoes, Inc. by its president, Jack Spewak, constitutes authority to dissolve when the proxy has cast the votes in favor of dissolution at said meeting.

IN WITNESS WHEREOF, Senack Shoes, Inc. has caused this Proxy to be executed this 31st day of July, 1978.

SENACK SHOES, INC.

By



Jack Spewak
President

WAIVER OF NOTICE OF SPECIAL MEETING

OF

STOCKHOLDER

OF

SENACK SHOES OF IDAHO, INC.

CONSENTING TO ITS DISSOLUTION

The undersigned, being the holder of 2,500 shares of common stock of Senack Shoes of Idaho, Inc. does hereby waive notice of a Special Meeting of Stockholders Consenting To Its Dissolution and does agree that the said meeting shall be held at St. Louis, Missouri on the 31st day of July, 1978, at 2:00 p.m. for the purpose of consenting to dissolving the corporation. The undersigned specifically waives all of the requirements of law and of the By-Laws of the corporation, as to the delivery or service of Notice of such meeting.

Executed at St. Louis, Missouri, this 31st day of July,
1978.

SENACK SHOES, INC.

By


Jack Spewak
President