

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF MORSE SHOE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of _____

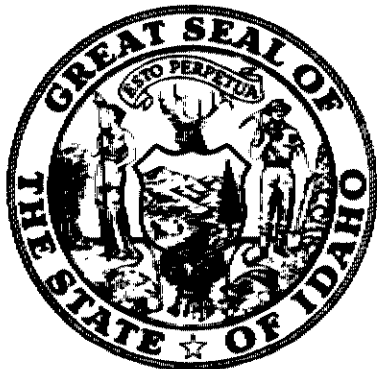
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to _____

_____ MORSE SHOE, INC.
to transact business in this State under the name _____

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated January 15, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

Phillip Lindstrom
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE
88 JAN 13 8 00 AM '88

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Morse Shoe, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 22, 1961 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 555 Turnpike Street, Canton, Massachusetts 02021

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sale of footwear

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Manuel Rosenberg</u>	<u>Director</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>
<u>Thomas J. Galligan III</u>	<u>Director</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>
<u>Bruce Bruckmann</u>	<u>Director</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>
<u>Manuel Rosenberg</u>	<u>President</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>
<u>Thomas J. Galligan III</u>	<u>Senior V. Pres.</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>
<u>Kenneth C. Cummins</u>	<u>Secretary</u>	<u>Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021</u>

(continued on reverse)

Name	Office	Address
Thomas J. Galligan	Treasurer	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021
Richard L. Bowen III	Vice Pres.	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021
Daniel L. Goldberg	Vice Pres	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021
Charles F. Messina	Vice Pres.	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021
Marvin G. Schwartz	Vice Pres.	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021
Norman M. Weiser	Vice Pres.	Morse Shoe, Inc. 555 Turnpike St., Canton, MA 02021

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Jan. 6, 1988

MORSE SHOE, INC.

(Corporation Name)
Thomas J. Galligan III
 Its President/Vice President (please specify)
 and James C. ...
 Its Secretary/Assistant Secretary (please specify)

STATE OF Massachusetts)
)
 COUNTY OF Norfolk)

I, Wm N. Kelly, a notary public, do hereby certify that on this 6th day of January, 19 88, personally appeared before me Thomas J. Galligan III, who being by me first duly sworn, declared that (s)he is the Senior Vice President Morse Shoe, Inc.

that (s)he signed the foregoing document as Senior Vice President of the corporation and that the statements therein contained are true.

Wm N. Kelly
 Notary Public
 My Commission Expires: January 7, 1994

Wm N. Kelly
 Notary Public

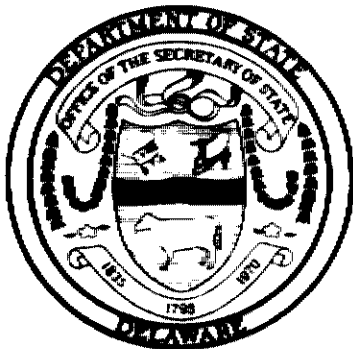


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MORSE SHOE, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: |1519094

DATE: 12/29/1987