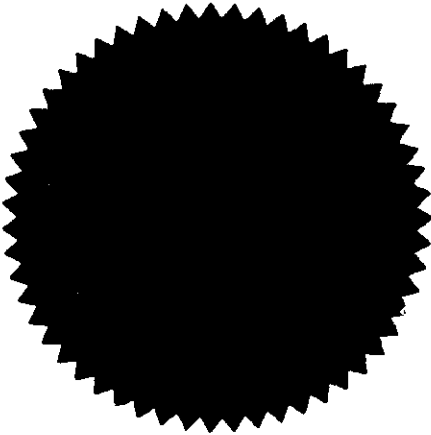



State of New Hampshire
Department of State

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I, William M. Gardner, Secretary of State
of the State of New Hampshire, do hereby certify that
WOHL SHOE COMPANY, INC. (formerly Brown Group Recreational
Products, Inc. formerly Brown Group Recreational
Industries, Inc. formerly Hedstrom U.S.A., Inc.
formerly H & H Mfg. Corp. formerly Horton & Hubbard Mfg.
Corp.) now known as Brown Group Retail, Inc. was a New
Hampshire Corporation formed on November 18, 1963.
I further certify that Wohl Shoe Company, Inc. merged
on September 29, 1989 into Cloth World Retail, Inc.
who changed its name to Brown Group Retail, Inc.,
therefore Wohl Shoe Company, Inc. is no longer an active
registration and the surviving corporation is now known
as Brown Group Retail, Inc.



IN TESTIMONY WHEREOF, I hereto set
my hand and cause to be affixed the
Seal of the State of New Hampshire
this 21st day of November, 1989.



William M. Gardner
Secretary of State