

L 1351

CERTIFICATE OF CANCELLATION  
OF  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BROWN'S SHOE FIT COMPANY OF POCATELLO, IDAHO,  
LIMITED PARTNERSHIP

Dec 30 9 42 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

Brown's Shoe Fit Company of Pocatello, Idaho, Limited Partnership (the "Partnership"), a limited partnership organized under the Idaho Limited Partnership Act (the "Act"), for the purpose of canceling the Certificate of Limited Partnership of the Partnership pursuant to Section 53-210 of the Act, hereby certifies that:

1. The name of the Partnership is: BROWN'S SHOE FIT COMPANY OF POCATELLO, IDAHO, LIMITED PARTNERSHIP.
2. The Partnership's original Certificate of Limited Partnership was filed in the Office of the Secretary of State on December 29, 1987, as No. L01351.
3. This Certificate of Cancellation is being filed for the reason that the Partnership is being converted, as of December 31, 1996, into an Idaho limited liability company with the same name: BROWN'S SHOE FIT COMPANY OF POCATELLO, IDAHO L.L.C.
4. This Certificate of Cancellation shall become effective on December 31, 1996.

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Partnership, have executed this Certificate of Cancellation as of the 2nd day of December, 1996.

BROWN'S SHOE FIT CO.,  
GENERAL OFFICE, INC.,  
a General Partner

By Dennis H. Grummert, President  
Dennis H. Grummert, President

B. Bernard Brooks  
B. Bernard Brooks,  
a General Partner

IDAHO SECRETARY OF STATE  
DATE 12/30/1996 0900 50628

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