State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF

WEISS AND NEUMAN SHOE CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WEISS AND NEUMAN SHOE CO. 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 WEISS AND NEUMAN SHOE CO. to transact business in this State under the name WEISS AND NEUMAN SHOE CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated January 3, 19 84.

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

CAU 779

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 WEISS AND NEUMAN SHOE CO.

2. The name which it shall use in Idaho is WEISS AND NEUMAN SHOE CO.

   (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 Missouri.

4. The date of its incorporation is October 22, 1926 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

   1209 Washington, St. Louis, Missouri 63103

6. The address to which correspondence should be addressed, if different from that in item 5.

   1209 Washington, St. Louis, Missouri 63103

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
   to operate retail stores and leased departments in department stores, which engage in the sale of all kinds of boots, shoes, footwear, hosiery, leather, findings, rubber, rubber materials and fabrics of all sorts.

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

Name	Office	Address	
Charles H. Weiss	Chairman of the Board & Chief Executive Officer	1209 Washington St. Louis, MO 63103	
Ida Weiss	Director & Vice President	"	"
Sanford W. Weiss	Director & President	"	"
Richard S. Weiss	Sec/Treas & Director & Exec Vice Pres	"	"
Daniel Zussman	Director	"	"
Harry Albert	Vice Pres-Finance & Asst Sec/Asst Treas	"	"

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
-5,000-	Class A Common	$100.00
-15,525-	Class B Common	$100.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
4,000	Class A Common	$100.00
5,417	Class B Common	$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 14, 1983.

WEISS AND NEUMAN SHOE CO.

By _____
Its President/~~Vice President~~ (please specify)

and _____
Its ~~Secretary~~/Assistant Secretary (please specify)

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

I, Kathy Toczylowski, a notary public, do hereby certify that on this 14th day of December, 19 83, personally appeared before me Sanford W. Weiss, who being by me first duly sworn, declared that he is the President of Weiss and Neuman Shoe Co.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

KATHY TOCZYLOWSKI
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 4/29/86
ST. LOUIS COUNTY

Kathy Toczylowski
Notary Public

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, *Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.*

In Testimony Whereof, I hereunto set my hand and affix the Great Seal *of the State of Missouri. Done at the City of Jefferson, this* 6TH *day of* DECEMBER 19 83.

James C. Kirkpatrick
Secretary of State

FORM #37 2/82

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, desirous of forming a corporation under the laws of Missouri, and more particularly under the provisions of Article VII, Chapter 90 R.S. Mo., 1919, and amendments thereto, governing manufacturing and business companies, have entered into the following agreement:

First - That the corporation shall be named

WEISS-KRAMER, INC.

Second - That the corporation shall be located in the City of St. Louis, State of Missouri.

Third - That the amount of capital stock is Ten Thousand Dollars ($10,000.00), divided into one hundred (100) shares of the par value of One Hundred Dollars ($100.00) each; that all thereof has been in good faith subscribed, and all thereof actually paid up in lawful money of the United States and is in the custody of the persons named as the first Board of Directors or Managers.

Fourth - That the names, places of residence of the shareholders, and the number of shares subscribed by each are:

CHARLES H. WEISS,	ST.LOUIS,MO.	25 shares
MAX W. KRAMER,	ST.LOUIS,MO.	25 shares
HENRY H. STERN,	ST.LOUIS,MO.	25 shares
CLYDE W. WAGNER,	ST.LOUIS,MO.	25 shares
		100 shares

Fifth - That the board of directors shall consist of four (4) shareholders, and the names of those agreed on for the first year are

CHARLES H. WEISS,	ST.LOUIS,MO.
MAX W. KRAMER,	ST.LOUIS,MO.
HENRY H. STERN,	ST.LOUIS,MO.
CLYDE W. WAGNER,	ST.LOUIS,MO.

Sixth - That the corporation shall continue for a term of fifty years.

Seventh - That the corporation is formed for the following purposes: To lease shoe departments, buy or sell leases on shoe departments, operate shoe departments and to buy, sell, manufacture and otherwise deal in ladies', men's and children's shoes, slippers, shoe accessories, stockings, findings and kindred articles, and to do all and singular the acts and things to carry into effect the foregoing powers.

IN TESTIMONY WHEREOF we have hereunto set our hands this 18th day of October, 1926.

Charles H. Weiss
M. W. Kramer
Henry H. Stern
Clyde W. Wagner

State of Missouri:
ss
City of St. Louis:

On this 18th day of October, 1926, before me personally appeared CHARLES H. WEISS, MAX W. KRAMER, HENRY H. STERN and CLYDE W. WAGNER, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

In testimony whereof I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My commission expires 6-28-27

Gertrude C. Kraus
Notary Public

Gertrude C. Kraus
Notary Public
City of St. Louis Mo.

State of Missouri;
ss
City of St. Louis;

The undersigned, CHARLES H. WEISS, MAX W. KRAMER, HENRY H. STERN and CLYDE W. WAGNER, being all of the subscribers, including parties selected as directors for the first year, to the above and foregoing articles of agreement for the incorporation of the WEISS-KRAMER, INC., being duly sworn upon their oaths each did say that the statements and matters set forth therein are true.

Charles H. Weiss
M. W. Kramer
~~Henry H. Stern~~
Clyde W. Wagner

Subscribed and sworn to before me this 18th day of October, 1926.
My commission expires 6-28-27

Gertrude E. Keane
Notary Public

Gertrude E. Keane
Notary Public
City of St. Louis, Mo.

Filed & Recorded Oct 18th 1926 @ 2:39 P.M. Jno. E. Sullivan, Recorder

STATE OF MISSOURI
CITY OF ST. LOUIS

Weiss-Kramer Inc.

Corporation No. 89 438

Witness my hand and seal of office this 18th day of Oct 1926

Wm. J. Gamble Recorder

APPLICATION OF WEISS-KRAMER, INC., FOR INCREASE IN CAPITAL STOCK AND FOR AMENDMENT OF ITS CHARTER POWERS.

BE IT KNOWN, that on the 5th day of March, 1929, a meeting of the Stockholders of WEISS-KRAMER, INC., a corporation under the laws of Missouri, was held at the City of St. Louis, Missouri, for the purpose of increasing the capital stock of said company, and amending its charter powers, all of the stockholders being present and notice as to time of holding said meeting being waived by the unanimous consent of said stockholders.

That said meeting was organized by choosing CHARLES H. WEISS, a director in said company, CHAIRMAN, and THEODORE R. SAMUELS, a suitable person, SECRETARY thereof.

That at said meeting there were present in person, persons holding all of the outstanding shares of stock of said company.

That a proposition was then and there submitted to increase the capital stock of said company from TEN THOUSAND DOLLARS ($10,000.00) consisting of one hundred (100) shares of Common Stock of the par value of One Hundred Dollars ($100.00) each, to TWENTYFIVE THOUSAND DOLLARS ($25,000.00), to consist of two hundred (200) shares of Class A Common Stock, of the par value of One Hundred Dollars ($100.00) each, and fifty (50) shares of Class B Common Stock, of the par value of One Hundred Dollars ($100.00) each,

the two classes of stock, to-wit, Class A Common Stock and Class B Common Stock to be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A Common Stock, and at all meetings of the stockholders, and at all elections for directors, each holder of Class A Common Stock shall be entitled to one vote for each share of said Class A Common Stock held by him and registered on the books of the company, and the Class B. Common Stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B Common stock at elections for directors, or on any question, or to participate in stockholders' meetings.

And upon canvassing the vote thereon it appeared that all of the stock of said company had been voted in favor of such increase.

The amount of the assets of said company is FORTYNINE THOUSAND FOUR HUNDRED SIXTYSEVEN DOLLARS and TWENTYTHREE CENTS ($49,467.23), and the amount of its liabilities is THIRTYFIVE THOUSAND EIGHTY DOLLARS and FIFTY-FIVE CENTS ($35,080.55).

And that one hundred forty (140) shares of the aforesaid Class A Common stock and ten (10) shares of the aforesaid Class B Common stock have been actually subscribed and paid for in money or property, which is in the hands of the Board of Directors of said Company; that one hundred (100) shares of the aforesaid one hundred and forty shares of Class A Common stock have been issued to the holders of the outstanding common stock of said company, in exchange and in lieu of their present holdings, and that forty (40) of said one hundred and forty shares have been issued to

said holders of the outstanding common stock by way of stock dividend, said stock dividend being accomplished by transferring Four Thousand Dollars ($4000.00) from the surplus account of the company to its capital account; that the aforesaid ten (10) shares of Class B Common stock have been issued upon payment of One Thousand Dollars ($1000.00) in cash; that the balance sheet of said company after said increase of capital stock has been accomplished will be as follows:

A S S E T S

Accounts receivable.....		$5332.52
Cash.....		1682.98
Fixtures.....	$3,496.52	
Res. For dep.	561.36	2935.15
Inventory.....		40516.58
		$50,467.23

L I A B I L I T I E S

Accts. Payable.....	$35,080.55
Capital stock outstanding - Class A Common....	14,000.00
Class B Common....	1,000.00
Surplus.....	386.68
	$50,467.23

Said increase in capital stock is subscribed as follows:

		No. of shares	
THEODORE R. SAMUELS,	St. Louis, Mo.	35 - Class	A
JULIAN G. SAMUELS,	" " "	35 - "	A
CHARLES H. WEISS,	" ". "	70 - "	A
SAM WARRUM,	Springfield, Mo.	10 - "	B

That a proposition was then and there submitted to amend the charter powers of this company, so as to include the right

(a) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess, or otherwise dispose of, shares of capital stock or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State, Country, Nation or Government, and while owner of said stock to exercise all

the rights, powers and privileges of ownership, including the right to vote thereon.

(b) To purchase, hold, sell and transfer shares of its own capital stock.

And upon vancassing the vote thereon, it appeared that all of the stock of said company had been voted in favor of such amentment.

Julian G. Samuel
SECRETARY

Charles H. Weiss
CHAIRMAN

St. Louis City:
: ss
State of Mo. :

On this day of March, 1929, before me personally appeared CHARLES H. WEISS, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year above mentioned.

My commission expires 5/8/31

Everett Preston
Notary Public

State of Missouri:
ss
City of St. Louis:

The undersigned stockholders, including directors, of the WEISS-KRAMER, INC., holding all of the shares of the capital stock of said corporation, being duly sworn, upon their oaths each did say that the matters and things set forth in the above and foregoing statements are true.

Charles H. Weiss Herb Kramer Julian G. Samuel

Subscribed and sworn to before me this 11 day of March, 1929.

My commission expires 5/8/31

Ouida M Linton
Notary Public

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

MDCCCXX

To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS-KRAMER, INC.,

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Increasing Capital Stock From $25,000.00 to $45,000.00 divided into 400 shares class "A" common stock par value $100.00 each and 50 shares class "B" common stock par value $100.00 each

as provided by Law, and has in all respects complied with the requirements of law governing the

amendment

of corporations organized under Article 7 of Chapter 32 of the Revised Statutes of 1929 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 8th day of February, A. D. 1935

(SEAL)

Secretary of State.

Chief Clerk.

MIDLAND PRINTING CO., JEFFERSON CITY, MO. X416

APPLICATION OF WEISS-KRAMER, INC.,
FOR INCREASE IN CAPITAL STOCK.

BE IT KNOWN, that on the 4th day of February, 1935, a meeting of the stockholders of WEISS-KRAMER, INC., a corporation organized and existing under the laws of Missouri, was held at the office of the Company in the City of St.Louis, Missouri, for the purpose of increasing the capital stock of said Company, all of the stockholders being present and waiving notice as to the time of holding said meeting by unanimous consent.

That said meeting was organized by selecting Charles H. Weiss, President of said Company, as Chairman, and Ben Neuman, Secretary of said Company, as Secretary of the meeting.

That at said meeting there were present in person the holders of all the outstanding shares of stock of said Company.

That a proposition was then and there submitted to increase the capital stock of said Company from TWENTY-FIVE THOUSAND DOLLARS ($25,000.00), consisting of two hundred (200) shares of Class "A" Common Stock, of the par value of One Hundred Dollars ($100.00) each, and fifty (50) shares of Class "B" Common Stock, of the par value of One Hundred Dollars ($100.00 each, to FORTY-FIVE THOUSAND DOLLARS ($45,000.00), consisting of four hundred (400) shares of Class "A" Common Stock, of the par value of One Hundred Dollars ($100.00) each, and fifty (50) shares of Class "B" Common Stock, of the par value of One Hundred Dollars ($100.00) each (thus merely increasing the Class "A" Common Stock from TWENTY THOUSAND DOLLARS ($20,000.00), or two hundred (200) shares thereof,

to FORTY THOUSAND DOLLARS ($40,000.00) or four hundred (400) shares thereof), the rights and privileges appertaining to said classes to remain as heretofore.

And upon canvassing the vote thereon it appeared that all of the stock of said Company had been voted in favor of such increase.

That the amount of the assets of said Company is SEVENTY-SIX THOUSAND FOUR HUNDRED DOLLARS and SEVENTY-SIX CENTS ($76,400.76), and the amount of its liabilities is TWENTY-FOUR THOUSAND SEVEN HUNDRED TEN DOLLARS and EIGHTY-THREE CENTS ($24,710.83); that the amount of the capital stock of said Company heretofore paid up and issued was TWENTY-THREE THOUSAND TWO HUNDRED DOLLARS ($23,200.00), consisting of one hundred eighty-two (182) shares of the aforesaid Class "A" Common Stock and fifty (50) shares of the aforesaid Class "B" Common Stock.

And that fifty (50) shares of the said increase of capital stock have been actually subscribed and paid for in money and property, which are in the hands of the Board of Directors of said Company; that said fifty (50) shares of said increase of capital stock have been paid for out of the surplus heretofore paid by the subscribers for said shares into the treasury of the Company, FIVE THOUSAND DOLLARS ($5,000.00) of said paid-in surplus being withdrawn from the surplus account of said Company and being repaid to said Capital Account Company in payment of the subscription for said fifty (50) shares; and that the balance sheet of said Company, after said increase of capital stock has been accomplished and after said fifty (50) shares have been issued, will be as follows:

A S S E T S

Cash receivable.....	$ 9,229.33
Cash.....	5,294.29
Furniture & fixtures.....	12,546.28
Inventory.....	47,701.12
Cash deposit and pre-payments.....	1,629.74
	$76,400.76

L I A B I L I T I E S

Accounts payable.....	$16,386.65
Note payable.....	2,000.00
Accrued expense.....	2,904.11
Accrued taxes.....	3,420.07
Capital stock outstanding - Class "A" Common...	23,200.00
Class "B" Common...	5,000.00
Surplus.....	23,489.93
	$76,400.76

Said increase in Class "A" Common capital stock is subscribed as follows:

CHARLES H. WEISS,	St. Louis, Mo.	25 shares
BEN NEUMAN,	St. Louis, Mo.	25 shares

Charles H. Weiss
CHAIRMAN

Ben Neuman
SECRETARY

STATE OF MISSOURI,)
: SS.
CITY OF ST. LOUIS.)

On this 6th day of February, 1935, before me personally appeared CHARLES H. WEISS, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my notarial seal the day and year above mentioned.

My commission expires September 19, 1938.

Anita Hollbrinck
Notary Public

STATE OF MISSOURI,)
: SS.
CITY OF ST. LOUIS.)

The undersigned stockholders, including directors, of the WEISS-KRAMER, INC., holding all of the shares of the capital stock of said corporation, being duly sworn, upon their oaths each did say that the matters and things set forth in the above and foregoing statement are true.

Charles H. Weiss

Ida Weiss

Ben Kramer

Harry Neyman

Subscribed and sworn to before me this 6th day of February, 1935.

My commission expires September 19, 1938.

Anita Hollbrinck
Notary Public.

FILED and CERTIFICATE
ISSUED

FEB 8 - 1935

Dwight H. Brou
Secretary of State

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

MDCCCXX

To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS-KRAMER, INC.,

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Increasing Capital Stock

From $450000.00 divided into
400 shares class A common stock par value $100.00 eac
and 50 shares class B common stock par value $100.00 eac
to $105,000.00 divided into
1000 shares class A common stock par value $100.00 eac
and 50 shares class B common stock par value $100.00 eac

as provided by Law, and has in all respects complied with the requirements of law governing the amendment of corporations organized under Article 7 of Chapter 32 of the Revised Statutes of 1929 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 1st day of September, A. D. 193 6

(SEAL)

Dwight H. Brown
Secretary of State.

Chief Clerk.

MIDLAND PRINTING CO., JEFFERSON CITY, MO. X8133

APPLICATION OF WEISS-KRAMER, INC.,
FOR INCREASE IN CAPITAL STOCK.

BE IT KNOWN, that on the 17th day of August, 1936, a meeting of the stockholders of WEISS-KRAMER, INC., a corporation organized and existing under the laws of Missouri, was held at the office of the Company in the City of St. Louis, Missouri, for the purpose of increasing the capital stock of said Company, all of the stockholders being present and waiving notice as to the time of holding said meeting by unanimous consent.

That said meeting was organized by selecting Charles H. Weiss, President of said Company, as Chairman, and Ben Neuman, Secretary of said Company, as Secretary of the meeting.

That at said meeting there were present in person the holders of all the outstanding shares of stock of said Company.

That a proposition was then and there submitted to increase the capital stock of said Company from FORTY-FIVE THOUSAND DOLLARS ($45,000.00), consisting of four hundred (400) shares of Class "A" Common Stock of the par value of One Hundred Dollars ($100.00) each, and fifty (50) shares of Class "B" Common Stock of the par value of One Hundred Dollars ($100.00) each, to ONE HUNDRED FIVE THOUSAND DOLLARS ($105,000.00), consisting of one thousand (1,000) shares of Class "A" Common Stock of the par value of One Hundred Dollars ($100.00) each, and fifty (50) shares of Class "B" Common Stock of the par value of One Hundred Dollars ($100.00) each (thus merely increasing the Class "A" Common Stock from Forty Thousand Dollars ($40,000.00), or

four hundred (400) shares thereof, to One Hundred Thousand Dollars ($100,000.00), or one thousand (1,000) shares thereof), the rights and privileges appertaining to said classes to remain as heretofore.

And upon canvassing the vote thereon it appeared that all of the stock of said Company had been voted in favor of such increase.

That the amount of the assets of said Company is ONE HUNDRED NINETY-THREE THOUSAND THIRTY-TWO AND 52/100 DOLLARS ($193,032.52), and the amount of its liabilities is EIGHTY-FIVE THOUSAND TWO HUNDRED SIXTY AND 03/100 DOLLARS ($85,260.03); that the amount of the capital stock of said Company heretofore paid up and issued was FORTY-THREE THOUSAND TWO HUNDRED DOLLARS ($43,200.00), consisting of three hundred eighty-two (382) shares of the aforesaid Class "A" Common Stock and fifty (50) shares of the aforesaid Class "B" Common Stock.

And that sixty (60) shares of the said increase of capital stock have been actually subscribed and paid for in money and in promissory notes, which are in the hands of the Board of Directors of said Company; and that the balance sheet of said Company, after said increase of capital stock has been accomplished and after said sixty (60) shares have been issued, will be as follows:

A S S E T S

Cash	$9,433.92
Cash receivable	16,694.90
Merchandise inventory	136,645.25
Furniture and Fixtures, etc.	20,514.74
Notes receivable	6,000.00
Loans to employes	1,603.37
Prepayments	2,140.34
Total assets	$193,032.52

L I A B I L I T I E S

Accrued expense	$3,551.38
Accounts payable	76,174.43
Reserves for taxes, 1935,	2,234.22
Reserves for taxes, 1936,	2,500.00
Bonus due employes	800.00
Total liabilities	85,260.03
Capital stock outstanding	
Class "A" Common	38,200.00
Class "B" Common	5,000.00
New stock subscribed	6,000.00
Surplus	58,572.49
	193,032.52

Said increase in Class "A" Common capital stock is subscribed as follows:

CHARLES H. WEISS,	St. Louis, Mo.	30 shares
BEN NEUMAN,	St. Louis, Mo.	30 shares

Charles H. Weiss
Chairman.

Ben Neuman
Secretary.

STATE OF MISSOURI,)
CITY OF ST. LOUIS.) ss.

On this 26th day of August, 1936, before me personally appeared CHARLES H. WEISS, to me known to be the person described in and who executed the foregoing instrument, and

acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year above mentioned.

My commission expires MAY-2-1937

E H Werner
Notary Public.

STATE OF MISSOURI,)
) ss.
CITY OF ST. LOUIS.)

The undersigned stockholders, including directors, of the WEISS-KRAMER, INC., holding all of the shares of the capital stock of said corporation, being duly sworn, upon their oaths each did say that the matters and things set forth in the above and foregoing statement are true.

Charles H Weiss
Ben Kramer
x Harry Neuman
Ida Weiss

Subscribed and sworn to before me this 26th day of August, 1936.

My commission expires MAY-2-1937

E H Werner
Notary Public.

FILED and CERTIFICATE
ISSUED
SEP 1 - 1936
Dwight H Brown
Secretary of State

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS-KRAMER, INC.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Change of name to

"WEISS AND NEUMAN SHOE CO."

as provided by Law, and has in all respects complied with the requirements of law governing the

amendment

of corporations organized under Article 7 of Chapter 32 of the Revised Statutes of 1929 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 1st day of September, A. D. 1936.

(SEAL)

Dwight H. Brown
Secretary of State.

Chief Clerk.

MIDLAND PRINTING CO., JEFFERSON CITY, MO. X8153

AFFIDAVIT OF CHANGE OF NAME.

STATE OF MISSOURI,)
) ss.
CITY OF ST. LOUIS.)

I, Charles H. Weiss, President of Weiss-Kramer, Inc., a corporation duly incorporated under the laws of the State of Missouri, being duly sworn, upon my oath do state that at a meeting of the stockholders of said corporation, duly called and held on the 17th day of August, 1936, the name of said corporation was, by unanimous vote of its said stockholders, cast as directed by its by-laws, changed to "Weiss and Neuman Shoe Co."

Charles H Weiss
President.

Subscribed and sworn to before me this 26th day of August, 1936.

E H Wrose
Notary Public.

My commission expires May-2-1937

FILED and CERTIFICATE ISSUED

SEP 1 - 1936

Dwight H Brown
Secretary of State

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.,

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Increasing Capital Stock

From 1000 shares class A common stock par value $100.00 each
and 50 shares class B common stock par value $100.00 each
to 2000 shares class A common stock par value $100.00 each
and 50shares class B common stock par value $100.00 each

as provided by Law, and has in all respects complied with the requirements of law governing the amendment of corporations organized under Article 6 of Chapter 33 of the Revised Statutes of 1939 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 31st day of December, A. D. 1941

(SEAL)

Dwight H. Brown
Secretary of State.

J. R. Holcomb
Chief Clerk.

MIDLAND PRINTING CO. JEFFERSON CITY, MO. X28043

INCREASE OF CAPITAL STOCK OF
WEISS & NEUMAN SHOE COMPANY.

BE IT KNOWN, that on the 30th day of December, 1941, a meeting of the stockholders of Weiss & Neuman Shoe Company, a corporation organized and existing under the laws of Missouri, was held at the office of the company in the City of St. Louis, Missouri, for the purpose of voting upon a proposition to increase the capital stock of said company from $105,000.00, consisting of 1,000 shares of Class A Common Stock of the par value of $100.00 each and 50 shares of Class B Common Stock of the par value of $100.00 each to $205,000.00, by transferring $100,000.00 from the surplus account to the capital account of said corporation. Notice as to the object, time, and place of such meeting and the amount to which the capital shall be increased, being waived by agreement, in writing, by each and every stockholder holding stock in said corporation and each and every stockholder being present at said meeting in person and consenting to the holding of said meeting.

That said meeting was organized by choosing Charles H. Weiss, a director and stockholder, as President, and Ben Neuman, a suitable person, Secretary.

That a proposition was then and there submitted to the stockholders assembled, to increase the capital stock of said company from $105,000.00, consisting of 1,000 shares of Class A Common Stock of the par value of $100.00 each and 50 shares of Class B Common Stock of the par value of $100.00 each, to $205,000.00, consisting of 2,000 shares of Class A Common Stock of the par value of $100.00 each and 50 shares of Class B Common Stock of the par value of $100.00

each, the rights and privileges appertaining to said classes of stock to remain as heretofore, and that such increase be paid up by transferring $100,000.00 from the surplus account of said company to the capital account of said company to be distributed and taken by the present stockholders in proportion to their present holdings in said company.

The proposition was then and there submitted to a vote and upon canvassing the same it appeared that every share of stock in said company had been voted in favor of such increase as above specified.

The amount of capital stock of said company, paid up, is $105,000.00, the amount of the assets of said company is $442,942.00, the amount of its liabilities is $202,511.00 and the amount to which the capital stock of said company is increased is $205,000.00.

The assets of said company consist of the following property and cash which is in the hands of the Board of Directors, to-wit:

Cash on hand	$ 604.00	
Cash in banks	11,906.00	
Accounts receivable	63,835.00	
Merchandise inventory	298,432.00	
Loans	3,196.00	
Cash value of life insurance	4,680.00	
Store improvements and furniture and fixtures	52,424.00	
Prepaid expenses	7,865.00	
Total - - - - - - - - - - - -		$442,942.00

Original capital stock	$105,000.00	
Increased capital stock	100,000.00	
Balance in surplus	35,431.00	
Total - - - - - - - - - - - -		$240,431.00

That 100 per centum of said increase of capital stock has been actually paid up, out of the surplus account of said company of a cash value equal to the par value of stock issued on increase by transferring from the surplus account to the capital account of said company. Said increase being

subscribed as follows:

Name	Residence	No. of Shares
Charles H. Weiss	St. Louis, Missouri.	498-12/31
Ben Neuman	St. Louis, Missouri.	498-12/31
Ida Weiss	St. Louis, Missouri.	1-19/31
Harry Neuman	Granite City, Illinois	1-19/31
		1,000

Charles H. Weiss
Chairman

ATTEST:
Ben Neuman
Secretary

Subscribed and sworn to before me this 30th day of December, 1941.

Sol Kramer
Notary Public

My commission expires July 23rd 1945.

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 30th day of December, 1941, before me personally appeared Charles H. Weiss, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year first above mentioned.

Sol Kramer
Notary Public.

My commission expires July 23rd 1945

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

The undersigned, stockholders, including directors

of the Weiss & Neuman Shoe Company, holding all of the shares of the capital stock of said company, being duly sworn, upon their oaths each did say that the matters and things set forth in the above and foregoing statement are true; that they know the property described and taken in payment for capital stock and that the value placed on same is the actual cash value of said property.

Charles H. Weiss
Ben Neuman
Isaac Weiss
Harry Neuman

Subscribed and sworn to before me this 30th day of December, 1941.

Sol Stamer
Notary Public

My commission expires July 23rd, 1945.

FILED and CERTIFICATE
ISSUED
DEC 31 1941
Dwight H. Brown
Secretary of State

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.,

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Increasing Capital Stock

From 2000 shares class A common stock par value $100.00 each
and 50 shares class B common stock par value $100.00 each
to 2000 shares class A common stock par value $100.00 each
and 1500 shares class B common stock par value $100.00 each

as provided by Law, and has in all respects complied with the requirements of law governing the

amendment

of corporations organized under Article 6 of Chapter 33 of the Revised Statutes of 1939 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 17th day of February, A. D. 1942

(SEAL)

Dwight H. Brown
Secretary of State.

J. R. Holman
Chief Clerk.

MIDLAND PRINTING CO. JEFFERSON CITY, MO. X28043

STATEMENT OF INCREASE OF CAPITAL STOCK
OF WEISS AND NEUMAN SHOE COMPANY

BE IT KNOWN that on the 11th day of February, 1942, a meeting of the stockholders of Weiss and Neuman Shoe Company, a corporation under the laws of Missouri, was held at the office of the Company in the City of St. Louis, Missouri, for the purpose of increasing the capital stock of said Company, notice as to the time, place, and purpose of holding such meeting being waived by the unanimous consent of all of the stockholders.

That said meeting was organized by choosing Charles H. Weiss, a director in said Company, Chairman, and Ben Neuman Secretary thereof.

That at said meeting there were present, in person, all of the stockholders of said Company.

That a proposition was then and there submitted to increase the capital stock of said Company from $205,000.00, consisting of 2,000 shares of Class A common stock of the par value of $100.00 each and 50 shares of Class B common stock of the par value of $100.00 each, to $350,000.00, consisting of 2,000 shares of Class A common stock of the par value of $100.00 each and 1,500 shares of Class B common stock of the par value of $100.00, the rights and privileges appertaining to said classes of stock to remain as heretofore.

And upon canvassing the vote thereon it appeared that all of the stock of said Company had been voted in favor of such increase. The amount of the capital stock of said Company, paid up, was $205,000.00. The amount of the assets of said Company is $412,687.41. The amount of its liabilities is $185,798.48, and the amount to which the capital stock of

said Company is increased is $350,000.00, divided into 2,000 shares of Class A common stock and 1,500 shares of Class B common stock of the par value of $100.00 each.

And that $14,500.00, or ten per centum of said increase of capital stock, has been actually paid up in lawful money of the United States and is in the hands of the Board of Directors of said Company.

Said increase of capital stock being subscribed as follows:

Henry H. Stern St. Louis, Missouri 145 Shares

Chairman

Attest:

Secretary

Subscribed and sworn to before me this 16th day of February, 1942.

Notary Public

My commission expires July 23rd 1945

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 16th day of February, 1942, before me personally appeared Charles H. Weiss to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed my notarial seal, the day and year above mentioned.

Sol Kenner
Notary Public

My commission expires July 23rd 1945.

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

The undersigned, stockholders, including directors of Weiss and Neuman Shoe Company, holding all of the shares of the capital stock of said Company, being duly sworn, upon their oaths each did say that the matters and things set forth in the above and foregoing statement are true; that they know the property described and taken in payment for capital stock and that the value placed on the same is the actual cash value of said property.

Charles H. Weiss
Ben Neuman
John Weiss
Harry Neuman

Subscribed and sworn to before me this 16th day of February, 1942.

Sol Kenner
Notary Public

My commission expires July 23rd 1945.

FILED and CERTIFICATE
ISSUED
FEB 17 1942
Dwight H. Brown
Secretary of State.

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, **WILSON BELL**, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE COMPANY

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its ~~affidavit of~~ Certificate of Amendment Increasing Authorized Capital

From 2,000 Shares Class A Common Stock, Par Value $100
and 1,500 Shares Class B Common Stock, Par Value $100

To 2,000 Shares Class A Common Stock, Par Value $100
and 2,000 Shares Class B Common Stock, Par Value $100

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 18th day of February, A. D. 1947

(SEAL)

Secretary of State.

Chief Clerk.

MID-STATE PRINTING CO., JEFFERSON CITY, MO. X43102

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEISS AND NEUMAN SHOE COMPANY
INCREASING AUTHORIZED CAPITAL STOCK

I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, a corporation existing under the laws of the State of Missouri, do hereby certify, under the seal of said corporation, as follows:

(a) The name of the corporation is WEISS AND NEUMAN SHOE COMPANY. The corporation was originally organized under the name WEISS-KRAMER, INC.

(b) At a meeting of the stockholders of said corporation duly called and held on February 5, 1947, pursuant to the provisions of The General and Business Corporation Act of Missouri, notice of said meeting having been waived in writing by all of the stockholders, and at which meeting the said Charles H. Weiss, pursuant to the corporation's by-laws and by unanimous consent, acted as Chairman, the following amendment was duly and unanimously adopted:

RESOLVED, That the Articles of Incorporation of this company be amended so that ARTICLE THIRD, which provides for the amount of authorized capital stock, shall read as follows:

"THIRD: The total amount of the capital stock of the corporation shall be Four Hundred Thousand Dollars ($400,000.00), divided into two thousand (2,000) shares of Class A common stock of the par value of One Hundred Dollars ($100.00)per share and two thousand (2,000) shares of Class B common stock of the par value of One Hundred Dollars ($100.00) per share; provided that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the

voting power shall be vested exclusively in the Class A common stock, and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered on the books of the company, and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholders meetings."

(c) The number of shares outstanding and the vote in favor of and against said amendment were as follows:

Class of Stock	No. of Shares Outstanding	No. of Shares in Favor	No. of Shares Against
Class A Common	1,000	1,000	None
Class B Common	1,000	1,000	None

(d) The number of shares with par value, and the par value thereof, and the number of shares without par value authorized by the Articles of Incorporation prior to the adoption of the amendment adopted at said meeting of stockholders on February 5, 1947, were as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.	None
Class B Common	1,500	$100.	None

and the number of authorized shares with par value, and the par value thereof, and the number of shares without par value to which the same have been changed by said amendment are as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.	None
Class B Common	2,000	$100.	None

(e) The number of shares into which the authorized shares have been divided, the number of shares included in each class, the par value thereof, and the preferences, rights, privileges and restrictions or other distinctive features of the shares of each class are as follows:

Class of Stock	Number of Shares	Par Value	Distinctive Features
Class A Common	2,000	$100.	See (b) above
Class B Common	2,000	$100.	See (b) above

(f) The number of shares of each class issued and outstanding is:

Class of Stock	Number of Shares Issued and Outstanding
Class A Common	1,000
Class B Common	1,000

(g) The amount to which the authorized shares shall be increased, the number of shares to be issued, the par value of said shares and the distinguishing features of each class are as follows:

Class of Stock	Total Number of Shares to Be Authorized	Number of Shares to Be Issued	Par Value	Distinguishing Features
Class A Common	2,000	1,000	$100.	See (b) above
Class B Common	2,000	1,000	$100.	See (b) above

(h) The terms upon which the new shares are to be issued and exchanged in place of outstanding shares are as follows: None--no exchange contemplated.

IN WITNESS WHEREOF, I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, and Chairman of the meeting

of stockholders above mentioned, have signed this certificate this 17th day of February, 1947.

President and Chairman

ATTEST:

Assistant Secretary

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, Eleanor Brinkman, a Notary Public, do hereby certify that on the 17th day of February, 1947, CHARLES H. WEISS personally appeared before me, and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity herein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written. My commission expires: March 2, 1947

Notary Public

FILED and CERTIFICATE
ISSUED
FEB 18 1947

Secretary of State

TO BE FILED IN DUPLICATE.

Please read instructions on back of report before attempting to execute.

46342 WEISS AND NEUMAN SHOE CO.

1209 Washington Av
St. Louis , Mo.

Certificate of Designation of Registered Office and Registered Agent by Foreign and Domestic Corporations

Ch D
4-15-48

State of Missouri } ss.
St. Louis City ~~County~~

To SECRETARY OF STATE,
Jefferson City, Missouri.

Mo

The undersigned corporation, organized and existing under the laws of the State of Missouri, for the purpose of designating a registered office and registered agent, as required by the provisions of "The General and Business Corporation Act of Missouri," represents that:

1. The name of the corporation is Weiss & Neuman Shoe Company.

2. Its registered office is 1209 (Number) Washington (Street) St. Louis, (City) ~~3~~ Missouri (State)

3. The name of its registered agent is Charles H. Weiss

whose address is the same as that of its registered office.

4. Such designation was authorized by resolution duly adopted by the board of directors.

MAR 15 1948

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its .....President ~~or Vice-President~~ attested by its asst Secretary or Assistant Secretary, this 13th day of April, A. D. 1948.

(Corporate Seal)

By President
Its President (or Vice-President)

Attest:

E. P. Rose asst Secy
Its Secretary (or Assistant Secretary)

State of Missouri
City ~~County~~ of St. Louis } ss.

I, Eleanor Brinkman, a Notary Public, do hereby certify that on the 13th day of April, A. D. 1948, personally appeared before me Charles H. Weiss who declares he is President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Eleanor Brinkman
Notary Public

My Commission Expires March 2, 1951

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT
of

.....

.....

NOTICE

This certificate must be filed in duplicate. The corporation cannot act as its own registered agent.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the registered address of the agent must be the same.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State on blanks furnished for that purpose.

FILED
APR 15 1948
Edgar B. Nelson
Secretary of State.

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment 1) extending corporate duration to perpetual;

(2) enlarging business purpooses

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 31st day of October, A. D. 1950

(SEAL)

Walter H. Toberman
Secretary of State.

J. Paul Markway
Chief Clerk.

Jefferson City Printing Company

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEISS & NEUMAN SHOE COMPANY
CHANGING ITS PERIOD OF DURATION
AND
CHANGING AND ENLARGING ITS CORPORATE PURPOSES

I, CHARLES H. WEISS, President of WEISS & NEUMAN SHOE COMPANY, a corporation existing under the laws of the State of Missouri, do hereby certify, under the seal of said corporation, as follows:

(a) The name of the corporation is WEISS & NEUMAN SHOE COMPANY. The corporation was originally organized under the name WEISS-KRAMER, INC.

(b) At a meeting of the stockholders of said corporation duly called and held on October 26, 1950, pursuant to the provisions of the General and Business Corporation Act of Missouri, notice of said meeting having been waived in writing by all of the stockholders, and at which meeting the said Charles H. Weiss, pursuant to the corporation's by-laws and by unanimous consent, acted as Chairman, the following amendments were duly and unanimously adopted:

RESOLVED, That the Articles of Incorporation of this company be amended so that ARTICLE SIXTH, which provides for the period of duration of the corporation, shall read as follows:

"SIXTH: The corporation shall continue perpetually."; and

RESOLVED, FURTHER, That the Articles of Incorporation of this company be amended so that ARTICLE SEVENTH, which provides for the corporate purposes, shall read as follows:

"SEVENTH: The corporation is formed for the following purposes:

(1) To buy, sell, manufacture and otherwise deal in ladies', mens' and childrens' shoes, slippers, shoe accessories, boots, rubbers, all kinds of footwear, findings, hosiery, purses, handbags and similar merchandise; and to acquire, furnish and operate stores and leased departments for the sale of such merchandise.

(2) To buy, own, sell, exchange and lease real estate and to mortgage and encumber the same, and to erect, manage, care for and maintain, extend and alter buildings and improvements thereon.

(3) To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, and in particular, lands, leaseholds, shares of stock, mortgages, notes, bonds and other securities, including its own shares of stock, notes, bonds and securities.

(4) To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels real or other property of the company, real or personal.

(5) To issue bonds, notes and debentures secured by mortgage or mortgages upon property of this company or otherwise and to sell the same; to borrow money, make and issue its bonds, notes, debentures or other evidence of indebtedness whether secured by mortgage, pledge or otherwise.

(6) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, notes and other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds or other obligations.

(7) To purchase, hold and reissue the shares of its capital stock.

(8) To do everything necessary, suitable and proper for the accomplishment of any of the purposes and powers hereinabove set forth, either alone or in association with other corporations, firms or individuals or as principal or agent, and to do every and all acts and things incidental to or growing out of or connected with the aforesaid purposes, objectives and powers not inconsistent with the laws of the State of Missouri."

(c) The number of shares outstanding entitled to vote and the vote in favor of and against said amendments were as follows:

Class of Stock	Number of Shares Outstanding	Number of Shares in Favor	Number of Shares Against
Class "A" Common	2000	2000	None

IN WITNESS WHEREOF, I, CHARLES H. WEISS, President of WEISS & NEUMAN SHOE COMPANY, and Chairman of the meeting of stockholders aforementioned, have signed this certificate this 27th day of October, 1950.

Charles H. Weiss
President and Chairman

ATTEST:

[illegible]
~~Assistant~~ Secretary

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, Eleanor Brickman, Notary Public, do hereby certify that on the 27th day of October, 1950, CHARLES H. WEISS personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Eleanor Brickman
Notary Public

My commission expires: March 2, 1951

FILED and CERTIFICATE
ISSUED
OCT 31 1950

Walter H. Toberman
CORPORATION DEPT. Secretary of State

STATE OF MISSOURI

CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment increasing authorized shares

FROM: 2,000 shares of Class A common stock, @ $100.00 par
2,000 shares of Class B common stock, @ $100.00 par
TO: 4,000 shares of preferred stock, @ $100.00 par
2,000 shares of Class A common stock, @ $100.00 par
2,000 shares of Class B common stock, @ $100.00 par

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 29th day of December, A. D. 1950

(SEAL)

Walter H. Toberman

Secretary of State.

J. Paul Markway

Chief Clerk.

Jefferson City Printing Company

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEISS AND NEUMAN SHOE COMPANY
INCREASING AUTHORIZED CAPITAL STOCK

I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, a corporation existing under the laws of the State of Missouri, do hereby certify, under the seal of said corporation, as follows:

(a) The name of the corporation is WEISS AND NEUMAN SHOE COMPANY. The corporation was originally organized under the name WEISS-KRAMER, INC.

(b) At a meeting of the stockholders of the said corporation duly called and held on December 27, 1950, pursuant to the provisions of The General and Business Corporation Act of Missouri, notice of said meeting having been waived in writing by all of the stockholders, and at which meeting the said Charles H. Weiss, pursuant to the corporation's by-laws and by unanimous consent, acted as Chairman, the following amendment was duly and unanimously adopted:

RESOLVED, That the Articles of Incorporation of this company be amended so that ARTICLE THIRD, which provides for the amount of authorized capital stock, shall read as follows:

"THIRD: The total amount of the capital stock of the corporation shall be Eight Hundred Thousand Dollars ($800,000.00), consisting of four thousand (4,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share and four thousand shares (4,000) of common stock of the par value of One Hundred Dollars ($100.00) per share; provided, that the said four thousand (4,000) shares

of common stock shall be divided into two thousand (2,000) shares of Class A common stock of the par value of One Hundred Dollars ($100.00) per share and two thousand (2,000) shares of Class B common stock of the par value of One Hundred Dollars ($100.00) per share; provided, further, that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A common stock (except in the event of default in the payment of dividends on the preferred stock as hereinafter set forth), and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered on the books of the company, and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholder's meetings.

"The holders of the preferred stock shall be entitled to receive, when and as declared, out of any funds from which said dividends are lawfully declarable, dividends at the rate of seven per cent (7%) per annum, and no more, payable in quarterly installments on the first days of January, April, July and October of each year with proper adjustment for any dividend period which is less than a full quarter. Such dividends shall be payable before any dividends shall be paid upon, or set apart for, the common stock of the corporation and shall

holders of at least two-thirds (2/3rds) of the total number of shares of preferred stock then outstanding, shall not:

(a) Authorize any increase in the number of shares of preferred stock;

(b) Authorize any new class of stock or obligations convertible into or evidencing or carrying the right to purchase stock having any preference over, or parity with, the preferred stock herein authorized;

(c) Amend, alter, change or repeal the preferences, rights, restrictions or limitations of the preferred stock herein authorized.

"The corporation may, at its option, expressed by resolution of its Boart of Directors, at any time or from time to time, redeem the whole or any part of the preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100.00) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10.00) per share if such redemption shall occur on or prior to January 1, 1956, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1956 and on or prior to January 1, 1961, and a premium of Five Dollars ($5.00) per share if such redemption shall occur after January 1, 1961. If less than the whole amount of said preferred stock outstanding shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of preferred stock shall be given to the holders of record of such stock

so to be redeemed by mailing a copy of such notice, at least thirty (30) days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear upon the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends or other rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor.

"Except as provided in this clause, and except as otherwise required by the laws of the State of Missouri, the holders of the common stock shall exclusively possess the voting power for the election of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class, shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the

quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock."

(c) The number of shares outstanding and the vote in favor of and against said amendment were as follows:

Class of Stock	No. of Shares Outstanding	No. of Shares in Favor	No. of Shares Against
Class A Common	2,000	2,000	None
Class B Common	2,000	2,000	None

(d) The number of shares with par value, and the par value thereof, and the number of shares without par value authorized by the Articles of Incorporation prior to the adoption of the amendment adopted at said meeting of stockholders on December 27, 1950, were as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.	None
Class B Common	2,000	$100.	None

and the number of authorized shares with par value, and the par value thereof, and the number of shares without par value to which the same have been changed by said amendment are as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.	None
Class B Common	2,000	$100.	None
Preferred	4,000	$100.	None

(e) The number of shares into which the authorized shares have been divided, the number of shares included in each

class, the par value thereof, and the preferences, rights, privileges and restrictions or other distinctive features of the shares of each class are as follows:

Class of Stock	Number of Shares	Par Value	Distinctive Features
Class A Common	2,000	$100.	See (b) above
Class B Common	2,000	$100.	See (b) above
Preferred	4,000	$100.	See (b) above

(f) The number of shares of each class issued and outstanding is:

Class of Stock	Number of Shares Issued and Outstanding
Class A Common	2,000
Class B Common	2,000

(g) The amount to which the authorized shares shall be increased, the number of shares to be issued, the par value of said shares and the distinguishing features of each class are as follows:

Class of Stock	Total Number of Shares to Be Authorized	Number of Shares to Be Issued	Par Value	Distinguishing Features
Class A Common	2,000	2,000	$100.	See (b) above
Class B Common	2,000	2,000	$100.	See (b) above
Preferred	4,000	4,000	$100.	See (b) above

(h) The terms upon which the new shares are to be issued and exchanged in place of outstanding shares are as follows: None--no exchange contemplated.

IN WITNESS WHEREOF, I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, and Chairman of the meeting of stockholders above mentioned, have signed this certificate this 29th day of December, 1950.

Charles H. Weiss
President and Chairman

ATTEST:

Secretary

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the ____ day of December, 1950, CHARLES H. WEISS personally appeared before me, and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity herein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written. My commission expires: _____

_____
Notary Public

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

ROBERT W. CRAWFORD
~~I, WALTER H. TOWNSEND~~, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment ~~increasing the number of authorized shares~~

From: 4,000 shares of preferred stock, @ $100.00 par value
2,000 shares of Class A common stock, @ $100.00 par value
2,000 shares of Class B common stock, @ $100.00 par value

To: 4,000 shares Series 1951 preferred stock, @ $100.00 par value
~~4,000 shares Series 1950 preferred stock, @ $100.00 par value~~
2,000 shares Class A common stock, @ $100.00 par value
2,000 shares Class B common stock, @ $100.00 par value

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 25th day of May, A.D. 19 60

(SEAL)

Robert W. Crawford
Secretary of State.

Paula H. Huss
Chief Clerk.

KELLY PRESS, INC., COLUMBIA, MO.

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEISS AND NEUMAN SHOE COMPANY
INCREASING AUTHORIZED CAPITAL STOCK

I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, a corporation existing under the laws of the State of Missouri, do hereby certify, under the seal of said corporation, as follows:

(a) The name of the corporation is WEISS AND NEUMAN SHOE COMPANY. The corporation was originally organized under the name WEISS-KRAMER, INC.

(b) At a meeting of the stockholders of the said corporation duly called and held on May 5, 1960, pursuant to the provisions of The General and Business Corporation Act of Missouri, notice of said meeting having been waived in writing by all of the stockholders, and at which meeting the said Charles H. Weiss, pursuant to the corporation's by-laws and by unanimous consent, acted as Chairman, the following amendment was duly and unanimously adopted:

RESOLVED, that the Articles of Incorporation of this company be amended so that ARTICLE THIRD, which provides for the amount of authorized capital stock, shall read as follows:

" THIRD: The total amount of the capital stock of the corporation shall be One Million Two Hundred Thousand Dollars ($1,200,000.00), consisting of eight thousand (8,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share and four thousand shares (4,000) of common stock of the par value of One Hundred Dollars ($100.00) per share; provided that the said four thousand (4,000) shares of common stock shall be divided into two thousand (2,000) shares of Class A common stock of the par value of One Hundred Dollars ($100.00) per share and two thousand (2,000) shares of Class B common stock of the par value of One Hundred Dollars ($100.00) per share; provided, further, that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A common stock (except in the event of default in the payment of dividends on the preferred stock as hereinafter set forth), and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered

on the books of the company (provided that in all elections for directors each holder of Class A common stock shall have the right to cast as many votes in the aggregate as shall equal the number of shares so held by him, multiplied by the number of directors to be elected), and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholders' meetings.

"The preferred stock shall be classified as Series 1951 preferred stock and Series 1960 preferred stock, each of said series consisting of four thousand (4,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share. The preferences, qualifications, limitations and restrictions in respect of both said series of preferred stock shall be as follows:

"The holders of the preferred stock shall be entitled to receive, when and as declared, out of any funds from which said dividends are lawfully declarable, dividends at the rate of seven per cent (7%) per annum, and no more, payable in quarterly installments on the first days of January, April, July and October of each year with proper adjustment for any dividend period which is less than a full quarter. Such dividends shall be payable before any dividends shall be paid upon, or set apart for, the common stock of the corporation and shall

be cumulative, so that if in any quarterly dividend period, dividends at the rate of seven per cent (7%) per annum shall not have been paid upon or set apart for the preferred stock, the deficiency (but without interest) shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

"In the event of any liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary), or upon any distribution of its capital, other than the redemption of its preferred stock, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all unpaid dividends accrued thereon, before any amount shall be paid or any assets distributed to the holders of the common stock, and after the payment to the holders of the preferred stock of the amount payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be divided and paid and distributed to the holders of the common stock.

"No holder of preferred stock shall, as such holder, have any pre-emptive right in or pre-emptive right to subscribe to any additional shares of pre-

ferred stock or any shares of common stock and the right to subscribe for new or additional shares of any class of stock shall be vested solely in the holders of common stock.

"While any preferred stock is outstanding, the corporation, without first obtaining the consent, either expressed in writing or by the affirmative vote at a meeting called for that purpose, of the holders of at least two-thirds (2/3rds) of the total number of shares of preferred stock then outstanding, shall not:

(a) Authorize any increase in the number of shares of preferred stock;

(b) Authorize any new class of stock or obligations convertible into or evidencing or carrying the right to purchase stock having any preference over, or parity with, the preferred stock herein authorized;

(c) Amend, alter, change or repeal the preferences, rights, restrictions or limitations of the preferred stock herein authorized.

"Except as provided in this clause, and except as otherwise required by the laws of the State of Missouri, the holders of the common stock shall exclusively possess the voting power for the election

of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class, shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock.

"The aforesaid Series 1951 and Series 1960 preferred stock shall be on a parity in all respects, except as follows, to-wit:

"The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1951 preferred stock at a redemption price

for each share thereof equal to the sum of One Hundred Dollars ($100.00) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10.00) per share if such redemption shall occur on or prior to January 1, 1956, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1956 and on or prior to January 1, 1961, and a premium of Five Dollars ($5.00) per share if such redemption shall occur after January 1, 1961. The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1960 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100.00) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10.00) per share if such redemption shall occur on or prior to January 1, 1965, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1965 and on or prior to January 1, 1970, and a premium of Five Dollars ($5.00) per share if such redemption shall occur after January 1, 1970. If less than the whole amount of said preferred stock of either series outstanding shall be

so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of preferred stock of either series shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty (30) days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear upon the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends or other rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor."

(c) The number of shares outstanding and the vote in favor of and against said amendment were as follows:

Class of Stock	No. of Shares Outstanding	No. of Shares in Favor	No. of Shares Against
Class A Common	2,000	2,000	None
Class B Common	2,000	2,000	None
Preferred	4,000	2,730	None

(d) The number of shares with par value, and the par value thereof, and the number of shares without par value authorized by the Articles of Incorporation prior to the adoption of the amendment adopted at said meeting of stockholders on May 5, 1960, were as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.00	None
Class B Common	2,000	$100.00	None
Preferred	4,000	$100.00	None

and the number of authorized shares with par value, and the par value thereof, and the number of shares without par value to which the same have been changed by said amendment are as follows:

Class of Stock	Number of Shares With Par Value	Par Value	Number of Shares Without Par Value
Class A Common	2,000	$100.00	None
Class B Common	2,000	$100.00	None
Preferred			
Series 1951	4,000	$100.00	None
Series 1960	4,000	$100.00	None

(e) The number of shares into which the authorized shares have been divided, the number of shares included in each class, the par value thereof, and the preferences, rights, privileges and restrictions or other distinctive features of the shares of each class are as follows:

Class of Stock	Number of Shares	Par Value	Distinctive Features
Class A Common	2,000	$100.00	See (b) above
Class B Common	2,000	$100.00	See (b) above
Preferred			
Series 1951	4,000	$100.00	See (b) above
Series 1960	4,000	$100.00	See (b) above

(f) The number of shares of each class issued and outstanding is:

Class of Stock	Number of Shares Issued and Outstanding
Class A Common	2,000
Class B Common	2,000
Series 1951 Preferred	4,000

(g) The amount to which the authorized shares shall be increased, the number of shares to be issued, the par value of said shares and the distinguishing features of each class are as follows:

Class of Stock	Total Number of Shares to be Authorized	Number of Shares to be Issued	Par Value	Distinguishing Features
Class A Common	2,000	2,000	$100.00	See (b) above
Class B Common	2,000	2,000	$100.00	See (b) above
Preferred				
Series 1951	4,000	4,000	$100.00	See (b) above
Series 1960	4,000	1,000	$100.00	See (b) above

(h) The terms upon which the new shares are to be issued and exchanged in place of outstanding shares are as follows: None -- no exchange contemplated.

IN WITNESS WHEREOF, I, CHARLES H. WEISS, President of WEISS AND NEUMAN SHOE COMPANY, and Chairman of the meeting of stockholders above mentioned, have signed this certificate this 10 day of May, 1960.

President and Chairman

ATTEST:

Secretary

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, _____, a Notary Public, do hereby certify that on the _____ day of May, 1960, CHARLES H. WEISS personally appeared before me, and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity herein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

My commission expires:

Notary Public

FILED AND CERTIFICATE
ISSUED
MAY 25 1960
Corporation Dept. SECRETARY OF STATE

of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class (with the right of cumulative voting in the same manner as hereinabove provided with respect to the holders of Class A common stock), shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock.

"The aforesaid Series 1951 and Series 1960 preferred stock shall be on a parity in all respects, except as follows, to-wit:

"The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1951 preferred stock at a redemption price

No. 46342

STATE OF MISSOURI
CERTIFICATE OF AMENDMENT

To All to Whom These Presents Shall Come:

I, WARREN E. HEARNES, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that

WEISS AND NEUMAN SHOE CO.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of Amendment decreasing the number of authorized shares

From: 4,000 shares of Series 1951 Preferred Stock, @ $100.00 par value
4,000 shares of Series 1960 Preferred Stock, @ $100.00 par value
2,000 shares of Class A Common Stock, @ $100.00 par value
2,000 shares of Class B Common stock, @ $100.00 par value

To: 2,020 shares of Series 1951 Preferred Stock, @ $100.00 par value
3,505 shares of Series 1960 Preferred Stock, @ $100.00 par value
1,000 shares of Class A Common Stock, @ $100.00 par value
1,020 shares of Class B Common Stock, @ $100.00 par value,

thereby reducing the stated capital

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 17th day of August, A.D. 1962

(SEAL)

Warren E. Hearnes
Secretary of State.

Austin Gill
Chief Clerk.

RECEIVED OF: WEISS AND NEUMAN SHOE CO.
Three and no/100 Dollars, $ 3.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 46342

Charles Salmon
DEPUTY COLLECTOR OF REVENUE

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEISS AND NEUMAN SHOE COMPANY
REDUCING AUTHORIZED SHARES
AND STATED CAPITAL

I, HENRY H. STERN, Vice President of Weiss and Neuman Shoe Company, a corporation existing under the laws of the State of Missouri, do hereby certify, under the seal of said corporation, as follows:

(a) The name of the corporation is WEISS AND NEUMAN SHOE COMPANY. The corporation was originally organized under the name Weiss-Kramer, Inc.

(b) At a meeting of the stockholders of the said corporation duly called and held on July 25, 1962, pursuant to the provisions of The General and Business Corporation Act of Missouri, and at which meeting the said Henry H. Stern, pursuant to the corporation's by-laws and by unanimous consent, acted as Chairman, the following amendment was duly and unanimously adopted:

RESOLVED, That the Articles of Incorporation of this company be amended so that ARTICLE THIRD, which provides for the amount of authorized capital stock, shall read as follows:

"THIRD: The total amount of the capital stock of the corporation shall be Seven Hundred Fifty-four Thou-

sand Five Hundred Dollars ($754,500.00), consisting of five thousand five hundred and twenty-five (5,525) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share and two thousand and twenty (2,020) shares of common stock of the par value of One Hundred Dollars ($100.00) per share; provided that the said two thousand and twenty (2,020) shares of common stock shall be divided into one thousand (1,000) shares of Class A common stock of the par value of One Hundred Dollars ($100.00) per share and one thousand and twenty (1,020) shares of Class B common stock of the par value of One Hundred Dollars ($100.00) per share; provided, further that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A common stock (except in the event of default in the payment of dividends on the preferred stock as hereinafter set forth), and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered on the books of the company (provided that in all elections for directors each holder of Class A common stock shall have the right to cast as many votes in the aggre-

gate as shall equal the number of shares so held by him, multiplied by the number of directors to be elected), and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholders' meetings.

"The preferred stock shall be classified as Series 1951 preferred stock and Series 1960 preferred stock, the Series 1951 preferred stock consisting of two thousand and twenty (2,020) shares of the par value of One Hundred Dollars ($100.00) per share and the Series 1960 preferred stock consisting of three thousand five hundred and five (3,505) shares of the par value of One Hundred Dollars ($100.00) per share. The preferences, qualifications, limitations and restrictions in respect of both said series of preferred stock shall be as follows:

"The holders of the preferred stock shall be entitled to receive, when and as declared, out of any funds from which said dividends are lawfully declarable, dividends at the rate of seven per cent (7%) per annum, and no more, payable in quarterly installments on the first days of January, April, July and October of each year with proper adjustment for any dividend period which is less than a full quarter. Such dividends shall be payable before any dividends shall be paid upon, or set

apart for, the common stock of the corporation and shall be cumulative, so that if in any quarterly dividend period dividends at the rate of seven per cent (7%) per annum shall not have been paid upon or set apart for the preferred stock, the deficiency (but without interest) shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

"In the event of any liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary), or upon any distribution of its capital, other than the redemption of its preferred stock, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all unpaid dividends accrued thereon, before any amount shall be paid or any assets distributed to the holders of the common stock, and after the payment to the holders of the preferred stock of the amount payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be divided and paid and distributed to the holders of the common stock.

"No holder of preferred stock shall, as such holder, have any pre-emptive right in or pre-emptive right to subscribe to any additional shares of pre-

ferred stock or any shares of common stock and the right to subscribe for new or additional shares of any class of stock shall be vested solely in the holders of common stock.

"While any preferred stock is outstanding, the corporation, without first obtaining the consent, either expressed in writing or by the affirmative vote at a meeting called for that purpose, of the holders of at least two-thirds (2/3rds) of the total number of shares of preferred stock then outstanding, shall not:

(a) Authorize any increase in the number of shares of preferred stock;

(b) Authorize any new class of stock or obligations convertible into or evidencing or carrying the right to purchase stock having any preference over, or parity with, the preferred stock herein authorized;

(c) Amend, alter, change or repeal the preferences, rights, restrictions or limitations of the preferred stock herein authorized.

"Except as provided in this clause, and except as otherwise required by the laws of the State of Missouri, the holders of the common stock shall exclusively possess the voting power for the election

of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class (with the right of cumulative voting in the same manner as hereinabove provided with respect to the holders of Class A common stock), shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock.

"The aforesaid Series 1951 and Series 1960 preferred stock shall be on a parity in all respects, except as follows, to-wit:

"The corporation may, at its option, expressed by resolution of its Board of Directors, at any time

or from time to time, redeem the whole or any part of the Series 1951 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100.00) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10.00) per share if such redemption shall occur on or prior to January 1, 1956, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1956 and on or prior to January 1, 1961, and a premium of Five Dollars ($5.00) per share if such redemption shall occur after January 1, 1961. The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1960 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100.00) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10.00) per share if such redemption shall occur on or prior to January 1, 1965, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1965 and on or prior to January 1, 1970, and a premium of Five Dollars ($5.00) per share if such redemption shall occur after January 1, 1970. If less than the whole amount of said preferred stock of either series outstanding shall be so redeemed at any

time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of preferred stock of either series shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty (30) days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear upon the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends or other rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor."

(c) The number of shares outstanding and the vote in favor of and against said amendment were as follows:

Class of Stock	No. of Shares Outstanding	No. of Shares in Favor	No. of Shares Against
Class A Common	1,000	1,000	None
Class B Common	1,020	1,020	None
Series 1951 Preferred	2,020	2,020	None
Series 1960 Preferred	3,505	3,505	None

(d) The reduction of stated capital of the corporation, as above set forth, was effected by the purchase and retirement of 1,000 shares of Class A common stock and 980 shares of Class B common stock and by the redemption and retirement of 1,980 shares of Series 1951 preferred stock and 495 shares of Series 1960 preferred stock, none of which said shares of stock, common or preferred, are to be reissued. The stated capital has been reduced thereby to $754,500.00 and the authorized shares have been reduced thereby to 2,020 shares of common stock of the par value of $100.00 per share, of which 1,000 shares are Class A common stock and 1,020 shares are Class B common stock, and 5,525 shares of preferred stock of the par value of $100.00 per share, of which 2,020 shares are Series 1951 preferred stock and 3,505 shares are Series 1960 preferred stock. The capital of the corporation will not be impaired by said reduction in stated capital or authorized shares.

(e) After giving effect to the aforesaid reduction in stated capital and authorized shares the amount of stated capital

is $754,500.00 and the amount of paid-in surplus is $21,800.00.

IN WITNESS WHEREOF, I, HENRY H. STERN, Vice President of Weiss and Neuman Shoe Company, and Chairman of the meeting of stockholders above mentioned, have signed this certificate this 15th day of August, 1962.

Henry H. Stern
Vice President and Chairman

ATTEST:

Secretary

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, Lillian M. Buckley, a Notary Public, do hereby certify that on the 15th day of August, 1962, HENRY H. STERN personally appeared before me, and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

My commission expires: July 9, 1963.

Lillian M. Buckley
Notary Public

No. 46342

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment

WHEREAS, WEISS and NEUMAN SHOE COMPANY

a corporation organized under The General and Business Corporation Law has delivered to me a certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 20th day of November, 19 69

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: WEISS and NEUMAN SHOE COMPANY

Two hundred seventy-three and 00/100 Dollars, $ 273.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 46342

Dorothymae Miller
Deputy Collector of Revenue

CORP. 20
TRI-COUNTY PUBLICATIONS, BELLE, MO. 65013

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Amendment of Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

(1) The name of the Corporation is Weiss and Neuman Shoe Company

The name under which it was originally organized was Weiss-Kramer, Inc.

(2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on November 3, 1969.

(3) Article #Third is amended to read as follows:

(SEE ATTACHED FLY SHEETS)

(If more than one article is to be amended or more space is needed attach fly sheet)

(4) Of the 5980 shares outstanding, 4960 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	*Number of Outstanding Shares*
A Common	1000
Series 1951 Preferred	2020
Series 1960 Preferred	1940

(5) The number of shares voted for and against the amendment was as follows:

Class	*No. Voted For*	*No. Voted Against*
A Common	1000	-0-
Series 1951 Preferred	2020	-0-
Series 1960 Preferred	1940	-0-

(6) If the amendment changed the number or par value of authorized shares having a par value the amount in dollars of authorized shares having a par value as changed is:

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

(7) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

The total amount of the capital stock of the corporation shall be One Million Two Hundred Ninety Thousand Five Hundred Dollars ($1,290,500) consisting of Ten Thousand Five Hundred Twenty Five (10,525) shares of preferred stock of the par value of One Hundred Dollars ($100) per share and Two Thousand Three Hundred Eighty (2,380) shares of common stock of the par value of One Hundred Dollars ($100) per share; provided that the said Two Thousand Three Hundred Eighty (2,380) shares of common stock shall be divided into One Thousand One Hundred Eighty (1,180) shares of Class A common stock of the par value of One Hundred Dollars ($100) per share and One Thousand Two Hundred (1,200) shares of Class B common stock of the par value of One Hundred Dollars ($100) per share; provided, further that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A common stock (except in the event of default in the payment of dividends on the preferred stock as hereinafter set forth), and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered on the books of the company (provided that in all elections for directors each holder of Class A common stock shall have the right to cast as many votes in the aggregate as shall equal the number of shares so held by him, multiplied by the number of directors to be elected), and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholders' meetings.

The preferred stock shall be classified as Series 1951 preferred stock, Series 1960 preferred stock and Series 1969 convertible preferred stock, the Series 1951 preferred stock consisting of Two Thousand Twenty (2,020) shares of the par value of One Hundred Dollars ($100) per share; the Series 1960 preferred stock consisting of Three Thousand Five Hundred Five (3,505) shares of the par value of One Hundred Dollars ($100) per share and the Series 1969 convertible preferred stock consisting of Five Thousand (5,000) shares of the par value of One Hundred Dollars ($100) per share. The preferences, qualifications, limitations and restrictions in respect of all said series of preferred stock shall be as follows:

The holders of the preferred stock shall be entitled to receive, when and as declared, out of any funds from which said dividends are lawfully declarable, dividends at the rate of seven per cent (7%) per annum, and no more, payable in quarterly installments on the first days of January, April, July and October of each year with proper adjustment for any dividend period which is less than a full quarter. Such dividends shall be payable before any dividends shall be paid upon, or set apart for, the common stock of the corporation and shall be cumulative, so that if in any quarterly dividend period dividends at the rate of seven per cent (7%) per annum shall not have been paid upon or set apart for the preferred stock, the deficiency (but without interest) shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

In the event of any liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary), or upon any distribution of its capital, other than the redemption of its preferred stock, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all unpaid dividends accrued thereon, before any amount shall be paid or any assets distributed to the holders of the common stock, and after the payment to the holders of the preferred stock of the amount payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be divided and paid and distributed to the holders of the common stock.

No holder of preferred stock shall, as such holder, have any pre-emptive right in or pre-emptive right to subscribe to any additional shares of preferred stock or any shares of common stock and the right to subscribe for new or additional shares of any class of stock shall be vested solely in the holders of common stock.

While any preferred stock is outstanding, the corporation, without first obtaining the consent, either expressed in writing or by the affirmative vote at a meeting called for that purpose, of the holders of at least two-thirds (2/3rds) of the total number of shares of preferred stock then outstanding, shall not:

(a) Authorize any increase in the number of shares of preferred stock;

(b) Authorize any new class of stock or obligations convertible into or evidencing or carrying the right to purchase stock having any preference over, or parity with, the preferred stock herein authorized;

(c) Amend, alter, change or repeal the preferences, rights, restrictions or limitations of the preferred stock herein authorized.

Except as provided in this clause, and except as otherwise required by the laws of the State of Missouri, the holders of the common stock shall exclusively possess the voting power for the election of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class (with the right of cumulative voting in the same manner as hereinabove provided with respect to the holders of Class A common stock), shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock.

The aforesaid Series 1951 and Series 1960 preferred stock shall be on a parity in all respects, except as follows, to-wit:

The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1951 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10) per share if such redemption shall occur on or prior to January 1, 1956, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1956 and on or prior to January 1, 1961, and a premium of Five Dollars ($5) per share if such redemption shall occur after January 1, 1961. The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1960 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100) plus all accrued and unpaid dividends thereon, plus a

premium of Ten Dollars ($10) per share if such redemption shall occur on or prior to January 1, 1965, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1965 and on or prior to January 1, 1970, and a premium of Five Dollars ($5) per share if such redemption shall occur after January 1, 1970. If less than the whole amount of said preferred stock of either said series outstanding shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of preferred stock of either said series shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty (30) days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear upon the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends or other rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor.

The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1969 convertible preferred stock (unless converted into shares of common stock as hereinafter set forth prior to such redemption) at a redemption price for each share thereof equal to the sum of One Hundred Five Dollars ($105) plus all accrued and unpaid dividends thereon. If less than the whole amount of said Series 1969 convertible preferred stock outstanding shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of any such Series 1969 convertible preferred stock shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear on the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends, shall no longer have any conversion rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor.

Any holder of the Series 1969 convertible preferred stock may at any time (unless the shares held by him shall have been called for previous redemption, hereinabove set forth) at his option convert all or any of such shares held by him into fully-paid and non-assessable shares of Class A and Class B (provided that a one-half portion of the said shares of preferred stock shall be converted into Class A common stock and the other one-half portion of said shares of preferred stock shall be converted into Class B common stock) at the rate of 1/16th share of Class A common stock or 1/16th share of Class B common stock, as the case may be, for each share of Series 1969 convertible preferred stock surrendered for conversion, and on presentation and surrender to the corporation of the certificates for the Series 1969 convertible preferred stock so to be converted, duly endorsed for transfer, the holder of such stock shall be entitled to receive in exchange certificates for shares of the fully-paid and non-assessable Class A common stock and Class B common stock of the corporation at the rate aforesaid, with a cash adjustment of all dividends.

In case the corporation shall at any time or from time to time subdivide the outstanding shares of Class A and Class B common stock into a greater number of shares, then with respect to each such subdivision the number of shares of Class A and Class B common stock deliverable upon conversion of each share of Series 1969 preferred stock shall be increased in proportion to the increase resulting from such subdivision in the number of outstanding shares of Class A and Class B common stock; and in case the corporation shall at any time or from time to time combine the outstanding shares of Class A and Class B common stock into a smaller number of shares, then with respect to each such combination the number of shares of Class A and Class B common stock deliverable upon the conversion of each share of 1969 convertible preferred stock shall be decreased in proportion to the decrease resulting from such combination of the number of outstanding shares of Class A and Class B common stock.

In case the corporation shall at any time or from time to time declare, on or in respect of the Class A and Class B common stock, a dividend payable in stock or other securities of the corporation, then with respect to the first such dividend a holder of Series 1969 convertible preferred stock, upon exercising the conversion privilege after the record date fixed for determining the holders of stock to whom such dividend is payable, shall be entitled to receive the number of shares of Class A and Class B common stock which he would have been entitled to receive upon conversion prior to said date, and, on and after the date fixed for the payment of such dividend, shall also be entitled to receive a number of shares of stock or the amount of securities which would have been issuable in payment of such dividend on or in respect of said shares of Class A and Class B common stock if he had exercised his conversion privilege prior to said record date and on said record date had been the holders of said shares of Class A and Class B common stock; and with respect to each such dividend declared subsequent to the first such dividend the number of shares of stock or the amount of securities to which such holder of Series 1969 convertible preferred stock shall be entitled, shall be increased in a manner determined by the Board of Directors to be similar, with respect to each such dividend, to the manner of increase hereinabove set forth with respect to such first dividend and such determination shall be conclusive upon all holders of such Series 1969 convertible preferred stock.

The corporation shall reserve and keep available, out of its authorized and unissued stock, solely for the purpose of effecting a conversion of shares of Series 1969 convertible preferred stock, such number of shares of Class A and Class B common stock as shall from time to time be sufficient to effect the conversion of all shares of Series 1969 convertible preferred stock then outstanding. The corporation shall from time to time, in accordance with the laws of the State of Missouri, increase the authorized number of its shares of Class A and Class B common stock at any time that the number of shares of Class A and Class B common stock remaining unissued shall not be sufficient to permit the conversion of all then outstanding shares of Series 1969 convertible preferred stock.

So long as any of the Series 1969 convertible preferred stock remains outstanding no reorganization of the corporation and no consolidation or merger thereof with or into any other corporation or corporations and no conveyance of all or substantially all of its properties and business, as an entirety, to any other corporation shall be made unless, as part of such reorganization, consolidation, merger or conveyance, arrangements shall be made whereby the holders of the Series 1969 convertible preferred stock then outstanding shall thereafter be entitled to convert such preferred stock into any stock or securities given in exchange for Class A and Class B common stock of the corporation, on such reorganization, or in connection with such consolidation, merger or conveyance, in such amounts as would at the time have been given in exchange for the Class A and Class B common stock then issuable upon conversion of such Series 1969 convertible preferred stock under the provisions hereinabove set forth.

IN WITNESS WHEREOF, the undersigned, _____ President or

Richard S. Weiss Vice President has executed this instrument and its

Sanford W. Weiss Secretary ~~or Assistant Secretary~~ has affixed its corporate seal hereto and

attested said seal on the 18th day of November, 1969.

PLACE
CORPORATE SEAL
HERE

Weiss and Neuman Shoe Company
(Name of Corporation)

ATTEST: [signature] (Secretary ~~or Assistant Secretary~~)

By [signature] (~~or Assistant~~ Vice President)

STATE OF Missouri
City ~~COUNTY~~ OF St. Louis } ss.

I, Elva Buchanan, a notary public,

do hereby certify that on this 18th day of November, 1969

personally appeared before me Richard S. Weiss,

who, being by me first duly sworn, declared that he is the Vice President

of Weiss and Neuman Shoe Company

that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Elva Buchanan
Notary Public

(NOTARIAL
SEAL)

My commission expires My Commission Expires April 19, 1971

FILED AND CERTIFICATE
ISSUED
NOV 20 1969
James Kirkpatrick
Corporation Dept. SECRETARY OF STATE

Corp. 44

No.....46342.....

STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment

WHEREAS, WEISS and NEUMAN SHOE COMPANY

a corporation organized under The General and Business Corporation Law has delivered to me a certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 15th day of December, 1969

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: WEISS and NEUMAN SHOE COMPANY

Three hundred eighty-eight and 00/100----------Dollars, $388.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 46342

Dorothymae Miller
Deputy Collector of Revenue

CORP. 20
TRI-COUNTY PUBLICATIONS, BELLE, MO. 65013

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Amendment of Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

(1) The name of the Corporation is Weiss and Neuman Shoe Company

The name under which it was originally organized was Weiss-Kramer, Inc.

(2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders

on December 10, 1969

(3) Article #Third is amended to read as follows:

(SEE ATTACHED FLY SHEETS)

(If more than one article is to be amended or more space is needed attach fly sheet)

(4) Of the 5980 shares outstanding, 4960 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	*Number of Outstanding Shares*
A common	1000
Series 1951 Preferred	2020
Series 1960 Preferred	1940

(5) The number of shares voted for and against the amendment was as follows:

Class	*No. Voted For*	*No. Voted Against*
A common	1000	-0-
Series 1951 Preferred	2020	-0-
Series 1960 Preferred	1940	-0-

(6) If the amendment changed the number or par value of authorized shares having a par value the amount in dollars of authorized shares having a par value as changed is:

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

(7) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

The total amount of the capital stock of the corporation shall be Two Million Fifty Two Thousand Five Hundred Dollars ($2,052,500) consisting of Ten Thousand Five Hundred Twenty Five (10,525) shares of preferred stock of the par value of One Hundred Dollars ($100) per share and Ten Thousand (10,000) shares of common stock of the par value of One Hundred Dollars ($100) per share; provided that the said Ten Thousand (10,000) shares of common stock shall be divided into Five Thousand (5,000) shares of Class A common stock of the par value of One Hundred Dollars ($100) per share and Five Thousand (5,000) shares of Class B common stock of the par value of One Hundred Dollars ($100) per share; provided, further that the aforesaid Class A and Class B common stock shall be on a parity in all respects, except that the voting power shall be vested exclusively in the Class A common stock (except in the event of default in the payment of dividends on the preferred stock as hereinafter set forth), and at all meetings of the stockholders and at all elections for directors each holder of Class A common stock shall be entitled to one (1) vote for each share of said Class A common stock held by him and registered on the books of the company (provided that in all elections for directors each holder of Class A common stock shall have the right to cast as many votes in the aggregate as shall equal the number of shares so held by him, multiplied by the number of directors to be elected), and the Class B common stock shall have no voting power, the holders thereof expressly waiving any right to vote said Class B common stock at elections for directors or on any question, or to participate in stockholders' meetings.

The preferred stock shall be classified as Series 1951 preferred stock, Series 1960 preferred stock and Series 1969 convertible preferred stock, the Series 1951 preferred stock consisting of Two Thousand Twenty (2,020) shares of the par value of One Hundred Dollars ($100) per share; the Series 1960 preferred stock consisting of Three Thousand Five Hundred Five (3,505) shares of the par value of One Hundred Dollars ($100) per share and the Series 1969 convertible preferred stock consisting of Five Thousand (5,000) shares of the par value of One Hundred Dollars ($100) per share. The preferences, qualifications, limitations and restrictions in respect of all said series of preferred stock shall be as follows:

The holders of the preferred stock shall be entitled to receive, when and as declared, out of any funds from which said dividends are lawfully declarable, dividends at the rate of seven per cent (7%) per annum, and no more, payable in quarterly installments on the first days of January, April, July and October of each year with proper adjustment for any dividend period which is less than a full quarter. Such dividends shall be payable before any dividends shall be paid upon, or set apart for, the common stock of the corporation and shall be cumulative, so that if in any quarterly dividend period dividends at the rate of seven per cent (7%) per annum shall not have been paid upon or set apart for the preferred stock, the deficiency (but without interest) shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

In the event of any liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary), or upon any distribution of its capital, other than the redemption of its preferred stock, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all unpaid dividends accrued thereon, before any amount shall be paid or any assets distributed to the holders of the common stock, and after the payment to the holders of the preferred stock of the amount payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be divided and paid and distributed to the holders of the common stock.

No holder of preferred stock shall, as such holder, have any pre-emptive right in or pre-emptive right to subscribe to any additional shares of preferred stock or any shares of common stock and the right to subscribe for new or additional shares of any class of stock shall be vested solely in the holders of common stock.

While any preferred stock is outstanding, the corporation, without first obtaining the consent, either expressed in writing or by the affirmative vote at a meeting called for that purpose, of the holders of at least two-thirds (2/3rds) of the total number of shares of preferred stock then outstanding, shall not:

(a) Authorize any increase in the number of shares of preferred stock;

(b) Authorize any new class of stock or obligations convertible into or evidencing or carrying the right to purchase stock having any preference over, or parity with, the preferred stock herein authorized;

(c) Amend, alter, change or repeal the preferences, rights, restrictions or limitations of the preferred stock herein authorized.

Except as provided in this clause, and except as otherwise required by the laws of the State of Missouri, the holders of the common stock shall exclusively possess the voting power for the election of directors and for all other purposes, and the holders of the preferred stock shall have no voting power; provided, however, that in case at any time dividends upon the preferred stock for six (6) quarterly dividend periods, whether or not successive, for said stock shall not have been paid, or declared, and a sum sufficient for the payment thereof set apart, the holders of the preferred stock, voting separately and as a class (with the right of cumulative voting in the same manner as hereinabove provided with respect to the holders of Class A common stock), shall be entitled to elect one (1) member of the Board of Directors, and such right shall continue until, but only until, all accumulated and defaulted dividends shall have been paid and the quarter-yearly dividend for the current quarterly period shall have been paid or declared and set apart, and thereupon the exclusive voting right for the election of directors shall be divested from the holders of the preferred stock and revested in and restored to the holders of the common stock.

The aforesaid Series 1951 and Series 1960 preferred stock shall be on a parity in all respects, except as follows, to-wit:

The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1951 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100) plus all accrued and unpaid dividends thereon, plus a premium of Ten Dollars ($10) per share if such redemption shall occur on or prior to January 1, 1956, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1956 and on or prior to January 1, 1961, and a premium of Five Dollars ($5) per share if such redemption shall occur after January 1, 1961. The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1960 preferred stock at a redemption price for each share thereof equal to the sum of One Hundred Dollars ($100) plus all accrued and unpaid dividends thereon, plus a

premium of Ten Dollars ($10) per share if such redemption shall occur on or prior to January 1, 1965, a premium of Seven Dollars Fifty Cents ($7.50) per share if such redemption shall occur after January 1, 1965 and on or prior to January 1, 1970, and a premium of Five Dollars ($5) per share if such redemption shall occur after January 1, 1970. If less than the whole amount of said preferred stock of either said series outstanding shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of preferred stock of either said series shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty (30) days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear upon the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends or other rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor.

The corporation may, at its option, expressed by resolution of its Board of Directors, at any time or from time to time, redeem the whole or any part of the Series 1969 convertible preferred stock (unless converted into shares of common stock as hereinafter set forth prior to such redemption) at a redemption price for each share thereof equal to the sum of One Hundred Five Dollars ($105) plus all accrued and unpaid dividends thereon. If less than the whole amount of said Series 1969 convertible preferred stock outstanding shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the Board of Directors may determine. Notice of any proposed redemption of any such Series 1969 convertible preferred stock shall be given to the holders of record of such stock so to be redeemed by mailing a copy of such notice, at least thirty days prior to the date fixed for such redemption, to such holders at their addresses as the same respectively appear on the books of the corporation. On and after the date so fixed for the redemption, if the necessary funds therefor shall have been set aside and shall continue to be available therefor, the stock so called for redemption shall cease to be entitled to any dividends, shall no longer have any conversion rights and the respective holders thereof shall have no other right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at said redemption price, without interest, upon presentation and surrender of their respective certificates therefor.

Any holder of the Series 1969 convertible preferred stock may at any time (unless the shares held by him shall have been called for previous redemption, hereinabove set forth) at his option convert all or any of such shares held by him into fully-paid and non-assessable shares of Class A and Class B (provided that a one-half portion of the said shares of preferred stock shall be converted into Class A common stock and the other one-half portion of said shares of preferred stock shall be converted into Class B common stock) at the rate of 1/16th share of Class A common stock or 1/16th share of Class B common stock, as the case may be, for each share of Series 1969 convertible preferred stock surrendered for conversion, and on presentation and surrender to the corporation of the certificates for the Series 1969 convertible preferred stock so to be converted, duly endorsed for transfer, the holder of such stock shall be entitled to receive in exchange certificates for shares of the fully-paid and non-assessable Class A common stock and Class B common stock of the corporation at the rate aforesaid, with a cash adjustment of all dividends.

In case the corporation shall at any time or from time to time subdivide the outstanding shares of Class A and Class B common stock into a greater number of shares, then with respect to each such subdivision the number of shares of Class A and Class B common stock deliverable upon conversion of each share of Series 1969 preferred stock shall be increased in proportion to the increase resulting from such subdivision in the number of outstanding shares of Class A and Class B common stock; and in case the corporation shall at any time or from time to time combine the outstanding shares of Class A and Class B common stock into a smaller number of shares, then with respect to each such combination the number of shares of Class A and Class B common stock deliverable upon the conversion of each share of 1969 convertible preferred stock shall be decreased in proportion to the decrease resulting from such combination of the number of outstanding shares of Class A and Class B common stock.

In case the corporation shall at any time or from time to time declare, on or in respect of the Class A and Class B common stock, a dividend payable in stock or other securities of the corporation, then with respect to the first such dividend a holder of Series 1969 convertible preferred stock, upon exercising the conversion privilege after the record date fixed for determining the holders of stock to whom such dividend is payable, shall be entitled to receive the number of shares of Class A and Class B common stock which he would have been entitled to receive upon conversion prior to said date, and, on and after the date fixed for the payment of such dividend, shall also be entitled to receive a number of shares of stock or the amount of securities which would have been issuable in payment of such dividend on or in respect of said shares of Class A and Class B common stock if he had exercised his conversion privilege prior to said record date and on said record date had been the holders of said shares of Class A and Class B common stock; and with respect to each such dividend declared subsequent to the first such dividend the number of shares of stock or the amount of securities to which such holder of Series 1969 convertible preferred stock shall be entitled, shall be increased in a manner determined by the Board of Directors to be similar, with respect to each such dividend, to the manner of increase hereinabove set forth with respect to such first dividend and such determination shall be conclusive upon all holders of such Series 1969 convertible preferred stock.

The corporation shall reserve and keep available, out of its authorized and unissued stock, solely for the purpose of effecting a conversion of shares of Series 1969 convertible preferred stock, such number of shares of Class A and Class B common stock as shall from time to time be sufficient to effect the conversion of all shares of Series 1969 convertible preferred stock then outstanding. The corporation shall from time to time, in accordance with the laws of the State of Missouri, increase the authorized number of its shares of Class A and Class B common stock at any time that the number of shares of Class A and Class B common stock remaining unissued shall not be sufficient to permit the conversion of all then outstanding shares of Series 1969 convertible preferred stock.

So long as any of the Series 1969 convertible preferred stock remains outstanding no reorganization of the corporation and no consolidation or merger thereof with or into any other corporation or corporations and no conveyance of all or substantially all of its properties and business, as an entirety, to any other corporation shall be made unless, as part of such reorganization, consolidation, merger or conveyance, arrangements shall be made whereby the holders of the Series 1969 convertible preferred stock then outstanding shall thereafter be entitled to convert such preferred stock into any stock or securities given in exchange for Class A and Class B common stock of the corporation, on such reorganization, or in connection with such consolidation, merger or conveyance, in such amounts as would at the time have been given in exchange for the Class A and Class B common stock then issuable upon conversion of such Series 1969 convertible preferred stock under the provisions hereinabove set forth.

IN WITNESS WHEREOF, the undersigned, Charles H. Weiss
President or

Vice President has executed this instrument and its

Sanford H. Weiss has affixed its corporate seal hereto and
Secretary ~~or Assistant Secretary~~

attested said seal on the 12th day of December, 1969

PLACE
CORPORATE SEAL
HERE

Weiss and Neuman Shoe Company
(Name of Corporation)

ATTEST:

Secretary ~~or Asst. Secretary~~

By
(President ~~or Vice President~~)

STATE OF Missouri
City
~~COUNTY~~ OF St. Louis } ss.

I, Elva Buchanan, a notary public,

do hereby certify that on this 12th day of December, 1969,

personally appeared before me Charles H. Weiss,

who, being by me first duly sworn, declared that he is the President

of Weiss and Neuman Shoe Company

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Elva Buchanan
Notary Public

(NOTARIAL
SEAL)

My commission expires My Commission Expires April 19, 1971

FILED AND CERTIFICATE
ISSUED
DEC 15 1969
Corporation Dept. SECRETARY OF STATE

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