

State of Idaho



Department of State.

CERTIFICATE OF DISSOLUTION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of dissolution of IDAHO G. R. KINNEY CO., INC.

_____ , file number 33009-c

was filed in the Office of the Secretary of State on May 31st, 19 79

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, The Capital of Idaho, this 31st day of May, A.D., 19 79.

PETE T. CENARRUSA
Secretary of State

Corporation Clerk

MAY 31 1968
STATE

ARTICLES OF DISSOLUTION
OF
IDAHO G. R. KINNEY CO., INC.
(BY ACT OF CORPORATION)

* * * * *

The undersigned corporation, organized under the laws of the state of Idaho, for the purposes of dissolving the corporation and pursuant to the provisions of Sections 30-302 and 30-304, Idaho Code adopts the following Articles of Dissolution.

At a special meeting of the shareholders of said corporation, notice of which was waived by the written assent of all the shareholders, whether or not entitled to vote, that by the affirmative vote of holders of at least two-thirds (2/3) of all the outstanding shares entitled to vote thereon, this dissolution has been authorized.

1. The name of the corporation is
IDAHO G. R. KINNEY CO., INC.

2. The post office address of the corporation is
223 Broadway, New York, New York 10017.

3. The names and addresses of its officers and
directors are:

<u>NAMES</u>	<u>TITLES</u>	<u>ADDRESSES</u>
JAMES B. STUART	President and Director	Kinney Shoe Corporation 233 Broadway New York, New York 10007
RICHARD L. ANDERSON	Vice President and Director	Kinney Shoe Corporation 233 Broadway New York, New York 10007
HERBERT K. BROWN	Vice President and Director	Kinney Shoe Corporation 233 Broadway New York, New York 10007
CLAUDE LEWIS, JR.	Vice President	Kinney Shoe Corporation 233 Broadway New York, New York 10007
E. GEIST	Vice President	277 Park Avenue New York, New York 10017
EDWARD J. O'BRIEN	Treasurer	Kinney Shoe Corporation 233 Broadway New York, New York 10007
LEMUEL BANNISTER, JR.	Secretary	Kinney Shoe Corporation 233 Broadway New York, New York 10007
THOMAS E. PAGE	Controller	Kinney Shoe Corporation 233 Broadway New York, New York 10007
LEONARD A. CARLSON	Asst. Secretary	Kinney Shoe Corporation 233 Broadway New York, New York 10007
EDWARD J. O'BRIEN	Asst. Secretary	Kinney Shoe Corporation 233 Broadway New York, New York 10007
J. MIRRIONE	Asst. Secretary	277 Park Avenue New York, New York 10017
JOHN D. BABCOCK	Asst. Secy. and Asst. Treasurer	Kinney Shoe Corporation 233 Broadway New York, New York 10007
CARLTON B. DECKER	Asst. Secy. and Asst. Treasurer	Kinney Shoe Corporation 233 Broadway New York, New York 10007
THOMAS E. PAGE	Asst. Secy. and Asst. Treasurer	Kinney Shoe Corporation 233 Broadway New York, New York 10007

4. The notices required by Section 30-302 (c) were duly given.

5. All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.

6. All the remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the Articles of Incorporation or, if there be no such provision, among the shareholders in proportion to their respective holdings.

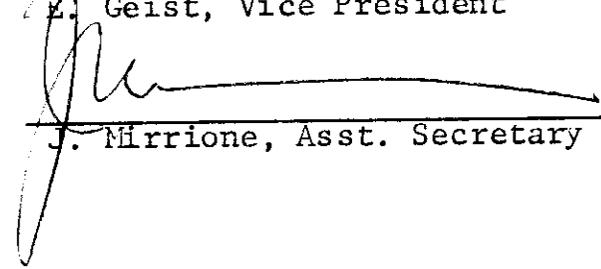
7. There are no suits pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it or any pending suit.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed in its name, in triplicate, by E. GEIST, its Vice President, and by J. MIRRIONE, its Assistant Secretary, this 18th day of April, 1979.

IDAHO G. R. KINNEY CO., INC.

By 

E. Geist, Vice President


J. Mirrione, Asst. Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, BARBARA J. MORRISON, a Notary Public, do hereby certify that on the 18th day of April, 1979, personally appeared before me E. GEIST, the Vice President, and J. MIRRIONE, the Assistant Secretary, of IDAHO G. R. KINNEY CO., INC., the officers who executed the foregoing Articles of Dissolution, who being sworn, acknowledged they signed the Articles of Dissolution as officers of the corporation and declared that the statements and facts contained therein are true.

IN WITNESS WHEREOF, I set my hand and seal this 18th day of April, 1979.



Notary Public

My commission expires

BARBARA J. MORRISON
Notary Public, State of New York
No. 43072075
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1981

