

CERTIFICATE OF WITHDRAWAL

OF

KARL'S SHOE STORES NO. 1402, LTD.  
FROM INTRASTATE BUSINESS IN THE STATE OF IDAHO

In accordance with the provisions of Section 30-513, Chapter 5, Title 30, Idaho Code, and by authority of KARL'S SHOE STORES NO. 1402, LTD.

a corporation organized and existing under the laws of Delaware, we, the undersigned H. KARL and SAUL S. POLLACK, respectively, of  
(President ~~or Vice-President~~) (Secretary ~~or Treasurer~~)  
said corporation, do hereby certify and declare as follows:

That said corporation hereby surrenders its authority to transact intrastate business in the State of Idaho:

That said corporation hereby consents that process against it in any action upon any liability or obligation incurred within the State of Idaho prior to the filing of this certificate in the office of the Secretary of State of said State may be served upon said Secretary of State;

That the Secretary of State of the State of Idaho may mail a copy of any process against said corporation that may be served upon him to John F. Tolton, Esq., whose post-office address is 458 South Spring St., Los Angeles, Calif. 90013

IN WITNESS WHEREOF, We have subscribed our names and caused the seal of said corporation to be affixed hereto, this 25th day of MAY, 1967.

(CORPORATE SEAL)

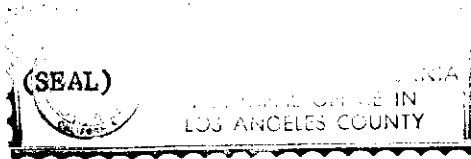
[Signature]  
(President ~~or Vice-President~~)  
[Signature]  
(Secretary ~~or Treasurer~~)

STATE OF CALIFORNIA )  
  ) ss.  
County of Los Angeles

On this 25th day of MAY, in the year 1967, before me H. KARL  
IDA STEIN - NOTARY PUBLIC, personally appeared SAUL S. POLLACK  
(Insert name and title of the officer)  
known to me (~~or proved to me on the oath of~~) to be the

persons whose names are subscribed to the within instrument, and acknowledged that they executed the same as PRESIDENT and TREASURER,  
(President or Vice-President) (Secretary or Treasurer)  
respectively, of the corporation named therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



[Signature]  
IDA STEIN  
NOTARY PUBLIC  
(Official Title)  
My Commission Expires February 13, 1970

NOTE: This certificate must be executed by the President or Vice-President, and also by the Secretary or Treasurer of the corporation, and acknowledged by each of them before an officer who is authorized to take and certify acknowledgments. The office taking such acknowledgments may certify the same in the manner prescribed by the laws of the State in which he acts, instead of completing the above form of certificate.