

CHANGE OF DESIGNATED AGENT

Know All Men By These Presents:

That KARL'S SHOE STORES NO. 1403, LTD.

a corporation organized and existing under the laws of the State of Delaware having heretofore duly and regularly qualified in accordance with the provisions of Chapter 5, Title 30, Idaho Code, to do business under the laws of the State of Idaho, and being in good standing at this time on the corporation records of the Department of State of the State of Idaho, and having heretofore designated Frank Martin, Jr.

of Boise, County of Ada, State of Idaho, as the process agent of said company in the State of Idaho, and having designated Ada County, State of Idaho, as the county in which the principal place of business of said corporation in the State of Idaho is conducted, does hereby revoke the said appointment of the said Frank Martin, Jr.

and in his stead does hereby designate Homer E. Martin

of Boise, County of Ada, State of Idaho, as the duly authorized agent of said corporation in the State of Idaho, upon whom process issued by authority of, or under any of the laws of the State of Idaho, may be served, as provided by the Constitution and laws of the State of Idaho, and does hereby designate Ada County, State of Idaho, as the County in which the principal place of business of said corporation in the State of Idaho is and shall be conducted.

IN WITNESS WHEREOF, the said Karl's Shoe Stores No. 1403, Ltd.

has caused This Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its Vice President, and to be attested by its Secretary, and has caused its corporate seal to be hereunto affixed at Los Angeles in the

County of Los Angeles, and State of California

this 22nd day of October, 1964.

Karl's Shoe Stores No. 1403, Ltd.

Name of Corporation

Attest:

Saul Karl Pollack

Secretary.

By Homer E. Martin

Vice President.

STATE OF California

County of Los Angeles

ss.

On this 22nd day of October in the year 1964, before me,

IDA STEIN

, a Notary Public

in and for said County, in the State aforesaid, personally appeared SAUL S. POLLACK

VICE

known to me to be the Vice President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

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

my seal this 22nd day of October

(SEAL)

A. D. 1964.

Ida Stein

Official Title.

My Commission expires on the 10th day of February, 1966.

My Commission expires on the _____ day of _____, 19 ____.

NOTE—One copy to be filed for record in the office of the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed in the office of the County Recorder of the county in which its principal place of business has heretofore been situated; one copy duly certified by the Secretary of State to be filed in the office of the County Recorder of the county to which the principal place of business is changed.