



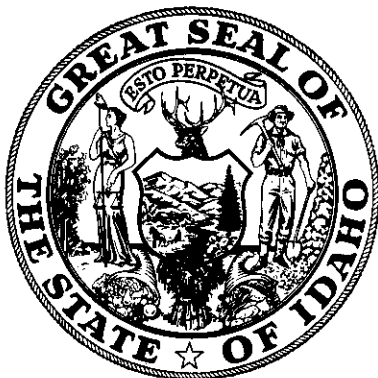
CERTIFICATE OF INCORPORATION
OF

SHOES, ETC., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 8, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Shirley J. Clark

ARTICLES OF INCORPORATION

OF ~~APR 8 11 40 AM '06~~

SHOES, ETC., INC. ~~STATE OF IDAHO~~

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be SHOES, ETC., INC.

II

The corporation shall exist in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 404 South 8th, Suite 182, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be Gail B. Jones.

IV

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Gail B. Jones	404 South 8th, Suite 182 Boise, Idaho 83702
Cary D. Jones	404 South 8th, Suite 182 Boise, Idaho 83702
John A. Serrao	1190 Byrnwyck Road Atlanta, Georgia 30319

VI

The aggregate number of shares which this corporation shall have authority to issue shall be 100,000 shares of nonassessable common stock having a par value of one cent (\$0.01) per share.

VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Mannschreck	Post Office Box 829 Boise, Idaho 83701

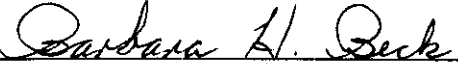
IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of April, 1986.


Thomas C. Mannschreck

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of April, 1986, before me, a notary public in and for said county and state, personally appeared THOMAS C. MANNSCHRECK, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires 11-4-91