

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

SHOE CORPORATION OF AMERICA, INC.

File number C 106662

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

Dated: June 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Shoe Corporation of America, Inc.
2. The name which it shall use in Idaho is _____
(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 Ohio
4. The date of its incorporation is December 9, 1985 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 2035 Innis Rd., Columbus, Ohio 43224
6. The address to which correspondence should be addressed, if different from that in item 5. Same
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 C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Retail sale of clothing, footwear and related accessories.

(Continued on reverse)

Submit application and certificate of status to:

IDAHO SECRETARY OF STATE
Office of the Secretary of State 19940609 0900 87019 2
Division of Corporations CK #: 33087 CUST# 3590
Statehouse, Room 203
Boise, Idaho 83720
CORP
10 100.00= 100.00

Secretary of State use only

IDAHO SECRETARY OF STATE
19940613 0900 88009 2
CK #: 31017 CUST# 3590
CORP
10 20.00= 20.00

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

Name	Office	Address
<u>See attached list of directors and officers</u>		


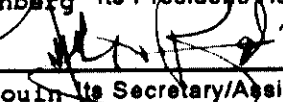
10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5-27-94

Shoe Corporation of America, Inc.

(Corporation Name)

By 
Phillip G. Rosenberg its President/Vice President (please specify)
and 
Mark T. Beaudouin its Secretary/Assistant Secretary (please specify)

STATE OF Massachusetts) ss:

COUNTY OF Norfolk)

I, Tracy A. Giuffrida, a notary public, do hereby certify that on
this 27 day of May, 19 94, personally appeared before
me Mark T. Beaudouin, who being by me first duly sworn, declared that (s)he
is the Assistant Secretary of _____

Shoe Corporation of America, Inc.

that (s)he signed the foregoing documents as Assistant Secretary of the corporation and that
the statements therein contained are true.


Notary Public

SHOE CORPORATION OF AMERICA, INC.

RIDER OF OFFICERS AND DIRECTORS

Dennis B. Tishkoff	Chief Executive Officer and President	50 N. Drexel Columbus, OH 43209
Jerry M. Socol	Senior Executive Vice President	190 Marlboro St. Boston, MA 02116
Alan I. Weinstein	Sr. Executive Vice President, CFO & Secretary	81 Bishop Road Sharon, MA 02067
Philip G. Rosenberg	1st Sr. Vice President, Treasurer & Asst. Secretary	36 Castle Dr. Sharon, MA 02052
Mark T. Beaudouin	Assistant Secretary	11 Fieldstone Dr. Medfield, MA 02052
Alan I. Weinstein	Director	81 Bishop Road Sharon, MA 02067
Phillip G. Rosenberg	Director	36 Castle Drive Sharon, MA 02067
Mark T. Beaudouin	Director	11 Fieldston Dr. Medfield, MA 02052
Dennis B. Tishkoff	Director	50 N. Drexel Columbus, OH 43209

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

RECEIVED
STATE
JUN 9 AM 8 48

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **SHOE CORPORATION OF AMERICA, INC.**, an Ohio corporation, Charter No. 667232, having its principal location in Columbus, County of Franklin, was incorporated on December 9th, 1985 and is currently in **GOOD STANDING** upon the records of this office.

RECEIVED
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WITNESS my hand and official
seal at Columbus, Ohio this
1st day of June, A.D. 1994

Bob Taft

Bob Taft
Secretary of State