



THE UNITED STATES
CORPORATION
COMPANY

836678

ACCOUNT NO. : 072100000032

REFERENCE : 257425 7123528

AUTHORIZATION :

Patricia Pzytko

COST LIMIT : \$ 35.00

FILED
91 MAR 03 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 12, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 257425-045

CUSTOMER NO: 7123528

800002102466--0

CUSTOMER: Mary M. Thomas, Paralegal
Payless Shoesource, Inc.
3231 East 6th Street

Topeka, KS 666011189

CHANGE OF AGENT

NAME: PAYLESS SHOESOURCE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
ZXX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

*RA Change
3/3/97
DC*

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
MISSOURI submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
PAYLESS SHOESOURCE, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

William J. Rainey
SIGNATURE
February 19, 1997
DATE

WILLIAM J. RAINEY
SR VICE PRESIDENT

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
DEBBIE SKIPPER

SIGNATURE By: Debbie Skipper
ASST VICE PRESIDENT

DATE 3/3/97