

444083



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 213005 5039704

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizant

ORDER DATE : January 7, 1997

ORDER TIME : 12:02 PM

ORDER NO. : 213005-040

CUSTOMER NO: 5039704

400002051464--8

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar Inc.
2 Executive Boulevard
Suite 201
Suffern, NY 10901

DOMESTIC FILINGS

NAME: COUNTRYSIDE THOM MCAN, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

*Volker
Dissolved
11/9/97
PC*

FILED
97 JAN -8 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JAN -8 PM 1:33
DIV OF CORPORATION

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
COUNTRYSIDE THOM MCAN, INC.

FILED
91 JAN - 8 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

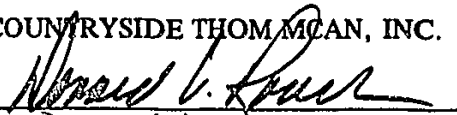
Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is COUNTRYSIDE THOM MCAN, INC.
2. The date the dissolution was authorized was December 23, 1996.
3. The number of votes cast for the aforesaid proposal to dissolve the corporation was sufficient for the approval thereof by the shareholders entitled to vote on the proposal to dissolve the corporation.
4. The action to dissolve the corporation was taken by written consent of the shareholders entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on 1/6, 1999

COUNTRYSIDE THOM MCAN, INC.

Name:
Title:


Donald V. ROACH
VICE PRESIDENT