



THE UNITED STATES
CORPORATION
COMPANY

674740

ACCOUNT NO. : 072100000032

REFERENCE : 267756 5039704

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 35.00

FILED
97 FEB 27 PM 2:05
TALLAHASSEE FLORIDA

ORDER DATE : February 20, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 267756-010

CUSTOMER NO: 5039704

510002199985--S

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

DOMESTIC FILINGS

NAME: MELDISCO K-M TALLAHASSEE, FLA.,
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: Warren Whittaker

EXAMINER'S INITIALS: _____

N. HENDRICKS FEB 27 1997

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF

MELDISCO K-M TALLAHASSEE, FLA., INC.

FILED
97 FEB 27 PM 2:05
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.

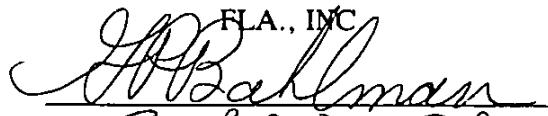
1. The name of the corporation is MELDISCO K-M TALLAHASSEE, FLA., INC.
2. The date the dissolution was authorized was December 10, 1996.
3. The number of votes cast for the aforesaid proposal to dissolve the corporation was sufficient for the approval thereof by each voting group of shareholders entitled to vote separately 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

9/20, 1997

MELDISCO K-M TALLAHASSEE,
FLA., INC.

Name:
Title:


GERALD BAHLMAN
VICE President