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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

FILED  
06 MAR 15 AM 10:00  
TALLAHASSEE, FLORIDA

RECEIVED  
06 MAR 15 AM 8:00  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FOOTSTAR CORPORATION

Certificate of Status	0
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Help

EFFECTIVE DATE

march 24, 06

Merger  
@ 3.16.06

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EFFECTIVE DATE

march 24, 06

ARTICLES OF MERGER

OF

EACH OF THE CORPORATIONS LISTED ON EXHIBIT A ANNEXED HERETO

AND

Footstar Corporation

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging each of the corporations listed on Exhibit A annexed hereto with and into Footstar Corporation as approved by the Board of Directors of each of the corporations listed on Exhibit A annexed hereto on December 9, 2005, and adopted at a meeting by the Board of Directors of Footstar Corporation on December 9, 2005.

2. The merger of each of the corporations listed on Exhibit A annexed hereto with and into Footstar Corporation is permitted by the laws of the jurisdiction of organization of Footstar Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Footstar Corporation was December 9, 2005.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on March 24, 2006.

FILED  
06 MAR 15 AM 10:00  
TALLAHASSEE, FLORIDA  
STATE

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Executed on March 10, 2006

Each of the Corporations Listed on Exhibit A Annexed Hereto

By:

Name:

Capacity:

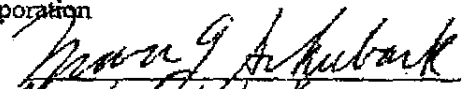
  
Vincent Zanna  
Treasurer

Footstar Corporation

By:

Name:

Capacity:

  
Marc G. Schuback  
Vice President & Assistant Secretary

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EXHIBIT A

Store #	Corporate Name	State	Parent	Contact Address
3293	MELDISCO K&M GATTEMAN RD., FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Metwath, NJ 07430
3319	MELDISCO K&M LARGO, FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Metwath, NJ 07430
4021	MELDISCO K&M SEBASTIAN, FL., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Metwath, NJ 07430
4049	MELDISCO K&M LEHIGH ACRES, FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Metwath, NJ 07430
4359	MELDISCO K&M PINES BLVD. & DIKES BLVD., FL., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Metwath, NJ 07430

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## PLAN OF MERGER

1. Footstar Corporation, which is a business corporation of the State of Texas and is the parent corporation and the owner of all of the outstanding shares of each of the corporations listed on Exhibit A annexed hereto, each of which is a business corporation of the State of Florida and each of which is a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into Footstar Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Footstar Corporation.
2. The separate existence of each of the corporations listed on Exhibit A annexed hereto shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Footstar Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of each of the corporations listed on Exhibit A annexed hereto shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Footstar Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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EXHIBIT A

Store #	Corporate Name	State	Parent	Contact Address
3298	MELDISCO K-M CATTLEMAN RD., FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Mahwah, NJ 07430
3518	MELDISCO K-M LARGO, FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Mahwah, NJ 07430
4021	MELDISCO K-M SEBASTIAN, FL., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Mahwah, NJ 07430
4049	MELDISCO K-M LEHIGH ACRES, FLA., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Mahwah, NJ 07430
4359	MELDISCO K-M PINES BLVD. & DUKES BLVD., FL., INC.	FL	Footstar Corporation	933 MacArthur Blvd., Mahwah, NJ 07430

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