



THE UNITED STATES
CORPORATION
COMPANY

FOI 000000815

ACCOUNT NO. : 072100000032

REFERENCE : 991766 5039704

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : February 6, 2001

ORDER TIME : 10:04 AM

ORDER NO. : 991766-045

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar Corporation
933 Macarthur Blvd.

Mahwah, NJ 07430

500003674125--9

FOREIGN FILINGS

NAME: LFD OPERATING, INC.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward EXT# 1135

EXAMINER: _____

FILED
FEB 12 PM 1:07
FEB 12 PM 1:07
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 12 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CONFIRMATIONS
TALLAHASSEE, FLORIDA

2/12

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LFD OPERATING, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dorothy Tenshaw

(Name of Person)

c/o CSC The United States Corporation Company

(Firm/Company)

Suite 400, 2711 Centerville Road

(Address)

Wilmington, DE, 19808

(City/State and Zip code)

For further information concerning this matter, please call:

Dorothy Tenshaw

(Name of Person)

at (302) 636 5400

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. LFD OPERATING, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 22-3772530

(FEI number, if applicable)

4. December 19, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

933 MacArthur Blvd.

7. Mahwah, NJ 07430

(Principal office address)

933 MacArthur Blvd., Mahwah, NJ 07430

(Current mailing address)

8. To buy, sell and generally deal in shoes, hosiery, footwear, apparel and accessories. To engage in any act or activity for which corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Lisa Mulligan

(Registered agent's signature)

Lisa Mulligan, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

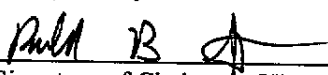
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald B. Steese, Vice President
(Typed or printed name and capacity of person signing application)

01 FEB 12 PM 1:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UPDATED ON 1/30/01

LFD OPERATING, INC., a Delaware corporation

OFFICERS AND DIRECTORS LIST - SUBSIDIARIES

Maureen Richards

Jeffrey A. Shepard

President

Jeffrey A. Shepard

Senior Vice President

Randall S. Proffitt
Robert Ravener

Vice President

Kathleen Guinnesssey
Michael Shaw
Ronald Steese

Treasurer

Kathleen Guinnesssey

Secretary

Maureen Richards

Assistant Secretary

Thomas Baumlin
Marc Comito
Andrea Galante
Bernard McCracken
Randall S. Proffitt
Robert Schilling
Marc Schuback
Mary Beth Wilson
Thomas Wojno

BUSINESS ADDRESS: 933 MacArthur Blvd., Mahwah, NJ 07430

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
01 FEB 12 PM 6:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LFD OPERATING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LFD OPERATING, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3332332 8300

AUTHENTICATION: 0962945

010064908

DATE: 02-08-01