



F02000000639

ACCOUNT NO. : 072100000032

REFERENCE : 622544 5039704

AUTHORIZATION : *Patricia Pigeot*

COST LIMIT : \$ 70.00

FILED
02 FEB -5 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 7, 2002

ORDER TIME : 10:02 AM

ORDER NO. : 622544-080

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar, Inc.
One Crosfield Avenue
West Nyack, NY 10994

RECEIVED
02 FEB -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: FA HQ, INC.

500004880975--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Jeanine Reynolds - EXT# 1133

EXAMINER: _____

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. FA HQ, 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. Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-16-2001 5. perpetual
(Date of incorporation) (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.)
7. One Crosfield Avenue, West Nyack, NY 10994
(Principal office address)
One Crosfield Avenue, West Nyack, NY 10994
(Current mailing address)
8. To engage in any and all lawful business activity, and to engage in buying and selling of shoes, hosiery, footwear, apparel and accessories.
(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, Florida 32301
(City) (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,

Sabatha Miller, Asst VP
(Registered agent's signature)

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.

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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. _____

Vice President RONALD B. STEESE
(Typed or printed name and capacity of person signing application)

UPDATED 12/05/01

FA HQ, INC.
OFFICERS AND DIRECTORS LIST

Directors

Lee Applbaum
R. Shawn Neville

FA HQ, INC.
7880 Bent Branch Drive
Suite 100
Irving, Texas 75063

President

R. Shawn Neville

Senior Vice President

Lee Applbaum

Vice President

Stephen Carnley
Warren Colter
Bart Dolley
Paul Dorcas
Jodi Johnson
Gary Kahn
Dennis Lyons
Ronald Steese
Nancy Winton

Treasurer

Kathy Guinnesssey

Assistant Treasurer

Mary Beth Wilson - Please note that this is only for the New York Footaction Stores qualified to do business in Puerto Rico

Secretary

Nancy Winton

Assistant Secretary

Lee Applbaum
Don Egan
Andrea Galante
James Pontifex
Maureen Richards
Mary Beth Wilson

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TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for FA HQ, INC. (filing number: 800028588), a Domestic Business Corporation, was filed in this office on November 16, 2001.

It is further certified that the entity status in Texas is active.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 01, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State