



F02000000640

ACCOUNT NO. : 072100000032
 REFERENCE : 622544 5039704
 AUTHORIZATION
 COST LIMIT : \$ 70.00

Patricia Pignato

FILED
 02 FEB -5 PM 1:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : January 7, 2002
 ORDER TIME : 9:52 AM
 ORDER NO. : 622544-135
 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: FEET HQ, INC.

100004880981--7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

EX

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

FILED
FEB 15 PM 1:18
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

1. FEET HQ, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. New Jersey (State or country under the law of which it is incorporated) 3. 22-3844063 (FEI number, if applicable)

4. 11-16-2001 (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.)

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
Rabatha 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.

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: _____

FILED
02 FEB -5
PM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

Updated 12/05/01

FEET HO, INC.
90 McKee Drive
Mahwah, NJ 07430

DIRECTORS

Maureen Richards
Marc G. Schuback

OFFICERS

President
Jeffrey A. Gordon

Senior Vice President
Scott Wynne

Vice President
Martin Fink
Brent Doan
Kathleen Guinnesssey
David Harmon
Gary I. Kahn
Mark Lardie
Michael Lynch
James Powers
Robert Riccoboni
Ronald B. Steese

Treasurer
Kathleen Guinnesssey

Secretary
Maureen Richards

Assistant Secretary
Don Egan
Andrea Galante
James Pontifex
Robert Schilling
Marc G. Schuback
Mary Beth Wilson

FILED
02 FEB -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

FEET HQ, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on November 16, 2001.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Corporation Service Company
830 Bear Tavern Rd
West Trenton, NJ 08628*

Continued on next page . . .

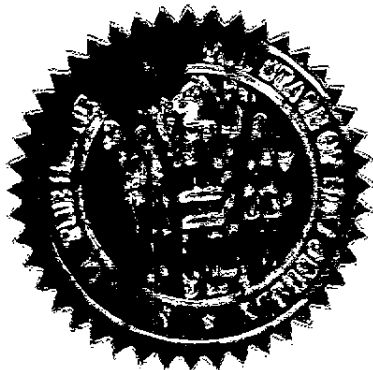
02 FEB -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

FEET HQ, INC.

FILED
02 FEB -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
31st day of January, 2002



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer