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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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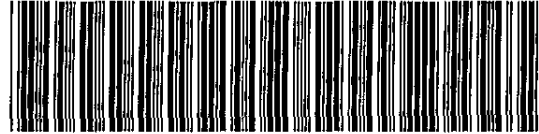
(Business Entity Name)

(Document Number)

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05 MAR 17 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*APR  
3/18/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 261554 7465216  
AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ 35.00

ORDER DATE : March 16, 2005

ORDER TIME : 10:32 AM

ORDER NO. : 261554-010

CUSTOMER NO: 7465216

CUSTOMER: Ms. Candie Watson  
Retail Ventures Services, Inc.  
3241 Westerville Rd.

Columbus, OH 43224

FOREIGN FILINGS

NAME: SHONAC CORPORATION

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Shonac Corporation (Name of corporation as it appears on the records of the Department of State)

2. Ohio (Incorporated under laws of)

3. August 27, 2002 (Date authorized to do business in Florida)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 22, 2005

5. DSW Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

DSW Shoe, Inc.  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James A. McGrady

(Typed or printed name of person signing)

March 10, 2005  
(Date)

Executive Vice President

(Title of person signing)

**UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show a Certificate of Amendment of SHONAC CORPORATION, an Ohio Corporation, Charter No. 379756, changing its corporate title to: DSW INC., was filed February 22, 2005. Said Corporation, DSW INC., an Ohio Corporation, Charter No. 379756, having its principal location in Columbus, County of Franklin, was incorporated on January 20, 1969, is in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 23rd day of February, A.D. 2005.*

*J. Kenneth Blackwell*  
Ohio Secretary of State