F64758



ACCOUNT NO. : 072100000032

REFERENCE :

844886

5039704

AUTHORIZATION

COST LIMIT

ORDER DATE: June 4, 1998

ORDER TIME: 9:40 AM

ORDER NO. : 844886-005

CUSTOMER NO:

5039704

CUSTOMER: Donna Wangenstein, Legal Asst

Footstar Corporation 2 Executive Boulevard

Suite 201

Suffern, NY

500002573395

DOMESTIC AMENDMENT FILING

NAME:

AVENTURA THOM MCAN, INC.

EFFICTIVE DATE:

XX____ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

FILED 2: 45
98 JUN 26 PM 2: 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

The name of the corporation is:

AVENTURA THOM MCAN, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

Article 1 the corporation name shall be:

MAIN STREET MALL FOOTACTION, INC.

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the day of June 1998

Dated:

JUNE 15, 1998

President or Vice President

Joseph Couture

Secretary of Asst. Secretary

Mary Beth Wilson

STATE OF NEW YORK COUNTY OF NESTER

Before me, the undersigned authority, personally appeared Joseph Contine

May Bet W.15on, to me well known to be the person(s) who

executed the foregoing articles of amendment to the articles

of incorporation and acknowledged before me, according to law,

that he/she made and subscribed the same for the purposes

therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

15th day of June

Notary Public