

F 95000002480

5/22/95

FLORIDA DIVISION OF CORPORATIONS

10:18 AM

((H95000005677))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HENDERSON, FRANKLIN, STARNES & HOLT,
1715 MONROE ST
POST OFFICE BOX 280
FORT MYERS FL 33902-0280

CONTACT: BARB B ISLE
PHONE: (813) 394-4121
FAX: (813) 332-4494

((H95000005677))

DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: FAMOUS FOOTWEAR, INC.

FAX AUDIT NUMBER: H95000005677

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/22/1995

TIME REQUESTED: 10:18:38

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 073410002172

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((H95000005677))

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 MAY 22 PM 1:03

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5/22

55 MAY 22 AM 11:36

RECEIVED

FAX AUDIT NO.: H9500005671

**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. FAMOUS FOOTWEAR, INC
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. INDIANA
(State or country under the law of which it is incorporated)

3. DECEMBER 1, 1983 4. PERPETUAL
(Date of Incorporation) (Duration)

5. 35-1584015
(Federal Employer Identification number, if applicable)

6. 6-1-95
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, (6).)

7. 1810 25th STREET, COLUMBUS, INDIANA 47201
(Current mailing address)

8. RETAIL SALES OF FOOTWEAR
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: CAROLYN BELLONS
Address: 1810 25th STREET
COLUMBUS, IN 47201

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

~~Director~~ Prepared by: GUY E. WHITESMAN, ESQ
Florida Bar No.: 334189
~~Address:~~ 1715 Monroe Street
Fort Myers, Florida 33901
(813) 334-4121

FAX AUDIT NO.: H9500005677

HENDERSON/FRANK

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STATE
SECRETARY OF
DIVISION OF CORPORATIONS

95 MAY 22 PM 1:08

FAX AUDIT NO.: H95000005677

B. Officers:

President: CAROLYN BELLOWS
Address: 1810 25th STREET
COLUMBUS, IN 47201

Vice President: ROBERT BELLOWS
Address: 1810 25th STREET
COLUMBUS, IN 47201

Secretary: ROBERT BELLOWS Assistant Secretary: CAROLYN BELLOWS
Address: 1810 25th STREET 1810 25th STREET
COLUMBUS, IN 47201 COLUMBUS, IN 47201

Treasurer: CAROLYN BELLOWS
Address: 1810 25th STREET
COLUMBUS, IN 47201

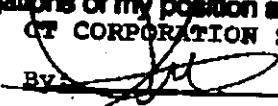
(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

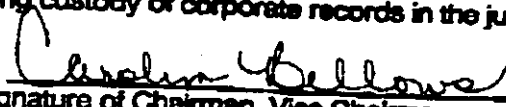
Name: CT CORPORATION SYSTEM
Office Address: 1200 S. PINE ISLAND ROAD
PLANTATION, Florida 33324
Zip Code

11. 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.

Registered agent's signature: By  PETER F. SOUZA
ASSISTANT SECRETARY

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. CAROLYN BELLOWS, PRESIDENT
(Name and capacity of person signing application)

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

FAMOUS FOOTWEAR INC

filed Articles of Incorporation on December 01, 1983, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

95 MAY 22 PM 1:03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fifteenth day of March, 1995.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

AE
Deputy

FAX AUDIT NO.: H95000005677

F9500000 2480



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONWIDE FASHION FOOTWEAR, INC., a Florida corporation, K63543

INTO

FAMOUS FOOTWEAR INC, an Indiana corporation, F95000002480

File date:

6-1-95

Corporate Specialist: Linda Stitt

F95000002480

6/01/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

9:42 AM

((H95000006108))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
AX: (904) 922-4000

ELECTRONIC FILING COVER SHEET

FROM: HENDERSON, FRANKLIN, STARNES & HOLT,
1715 MONROE ST
POST OFFICE BOX 280
FORT MYERS FL 33902-0280-6194

CONTACT: BARB B ISLE
PHONE: (813) 334-4121
FAX: (813) 332-4474

((H95000006108))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: FAMOUS FOOTWEAR, INC.

FAX AUDIT NUMBER: H95000006108

DATE REQUESTED: 06/01/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 13

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 09:41:56

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075410002172

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*Corporation
Linda*

FILED
95 JUN -1 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

95 JUN -1 AM 10:36

RECEIVED

FAX AUDIT NO.: H95000006108

**ARTICLES OF MERGER
OF
NATIONWIDE FASHION FOOTWEAR, INC.
A FLORIDA CORPORATION
AND
FAMOUS FOOTWEAR, INC.,
AN INDIANA CORPORATION**

FILED
95 JUN -1 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, **NATIONWIDE FASHION FOOTWEAR, INC.**, a Florida corporation, and **FAMOUS FOOTWEAR, INC.**, an Indiana corporation, adopt the following Articles of Merger for the purpose of merging **NATIONWIDE FASHION FOOTWEAR, INC.**, a Florida corporation, into **FAMOUS FOOTWEAR, INC.**, an Indiana corporation, the latter of which is to survive the merger:

ARTICLE ONE

That certain Plan and Agreement of Merger (the "Agreement") dated the 31st day of May, 1995, by and between **NATIONWIDE FASHION FOOTWEAR, INC.**, a Florida corporation, and **FAMOUS FOOTWEAR, INC.**, an Indiana corporation, attached and made a part of this instrument, was duly approved by shareholders of **NATIONWIDE FASHION FOOTWEAR, INC.**, a Florida corporation, pursuant to the Florida General Corporation Act (the "Florida Act") on the 31st day of May, 1995, and by shareholders of **FAMOUS FOOTWEAR, INC.**, an Indiana corporation, pursuant to the Indiana Business Corporation Law (the "Indiana Act") on the 31st day of May, 1995.

ARTICLE TWO

Of the one hundred (100) outstanding shares of the common stock, per value of one (\$1.00) dollar per share, of **NATIONWIDE FASHION FOOTWEAR, INC.**, a Florida corporation, entitled to vote as a class upon the agreement, the holders of all one hundred (100) of those shares voted in favor of and authorized the agreement in accordance with the Florida Act.

Prepared by:
JUY E. WHITESMAN, ESQ.
Florida Bar No.: 334189
1715 Monroe Street
Port Myers, FL 33901
Telephone: 813/334-4121

FAX AUDIT NO.: H95000006108

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Of the three hundred forty-five (345) outstanding shares of the common stock, no par value, of FAMOUS FOOTWEAR, INC., an Indiana corporation, entitled to vote as a class upon the agreement, the holders of all three hundred forty-five (345) of those shares have voted in favor of the agreement in accordance with the Indiana Act.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 31st day of May, 1995.

NATIONWIDE FASHION FOOTWEAR,
INC., a Florida corporation

By: Carolyn Bellows
Carolyn Bellows, President

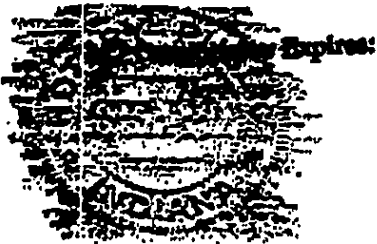
ATTEST:

By: Carolyn Bellows
Carolyn Bellows, Secretary

STATE OF INDIANA)
(COUNTY OF BARTHOLOMEW)

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by CAROLYN BELLOWS, the President and Secretary of NATIONWIDE FASHION FOOTWEAR, INC., a Florida corporation, on behalf of said corporation. She is personally known to me or has produced a drivers license as identification.

OTTO F. SCHUG
Notary Public and resident of
Bartholomew County, Indiana



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- 2 -

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FAMOUS FOOTWEAR, INC., an Indiana corporation

By: Carolyn Bellows
Carolyn Bellows, President

ATTEST:

By: Robert Bellows
Robert Bellows, Secretary

STATE OF INDIANA)
COUNTY OF BARTHOLOMEW)

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by CAROLYN BELLOWS as the President of, and ROBERT BELLOWS, as the Secretary of, FAMOUS FOOTWEAR, INC., an Indiana corporation, on behalf of said corporation. They are personally known to me or have produced drivers licenses as identification.



Otto F. Schug
Notary Public and resident of
Bartholomew County, Indiana

FAX AUDIT NO.: H95000006108

FILE AUDIT NO.: H95000006108

FILED
95 JUN -1 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER AGREEMENT
BETWEEN
NATIONWIDE FASHION FOOTWEAR, INC.
AND
FAMOUS FOOTWEAR, INC.

THIS MERGER AGREEMENT is entered into by and between Nationwide Fashion Footwear, Inc., a Florida General Corporation, whose registered offices are located at 11763-2 South Cleveland Ave., Unit 5, Fort Myers, FL 33907, (hereinafter referred to as "NATIONWIDE") and Famous Footwear, Inc., an Indiana General Corporation, whose principal offices are located at 1810 25th Street, Columbus, Indiana 47201 (hereinafter referred to as "FAMOUS") on the date hereinafter set forth.

WITNESSETH THAT:

WHEREAS, on May 31, 1995, at a Special Joint Meeting of the Board of Directors and Shareholders of Famous, by proper Resolutions, said Corporation adopted a Plan of Merger with Nationwide; and,

WHEREAS, on May 31, 1995, at a Special Joint Meeting of the Board of Directors and Shareholder of Nationwide, by proper Resolutions, said Corporation accepted the aforementioned Plan of Merger; and,

WHEREAS, both Corporations, by their respective Board of Directors and Shareholders, and in accordance with proper Resolutions agreed to merge Nationwide into Famous; and,

WHEREAS, both Corporations, by proper Resolutions, have authorized and directed their respective Presidents, with appropriate Secretary attesting thereto, to enter into this Merger Agreement and the Articles of Merger for and on behalf of

FILE AUDIT NO.: H95000006108

FAX AUDIT NO.: H95000006108

each respective Corporation; and,

WHEREAS, Nationwide is to be the merging corporation and Famous is to be the surviving corporation; and,

WHEREAS, this Merger Agreement, by proper Resolutions, has been adopted by the respective Corporations, their Board of Directors and their Shareholders included.

NOW, THEREFORE, in consideration of these premises Nationwide and Famous do hereby agree as follows:

SECTION 1. The foregoing premises are incorporated herein and made a part hereof.

SECTION 2. The name of the corporation proposing to merge is as follows: NATIONWIDE FASHION FOOTWEAR, INC., a Florida General Corporation. Said Corporation is the MERGING CORPORATION.

SECTION 3. The name of the corporation into which Nationwide shall merge is as follows: FAMOUS FOOTWEAR, INC., an Indiana General Corporation. Said Corporation is the SURVIVING CORPORATION.

SECTION 4. The names of the officers of Famous Footwear, Inc., are:

<u>Name</u>	<u>No. & Street or Bldg.</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Carolyn Bellows, Pres., Asst., Secy and Treasurer	1810 25th Street	Columbus	IN	47201
Robert Bellows, V. Pres. and Secy	1810 25th Street	Columbus	IN	47201
Tanny L. Landis, V. Pres., Asst. Secy Asst. Treasurer	1810 25th Street	Columbus	IN	47201

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SECTION 5. The names and post office address of the officers of Nationwide Fashion Footwear, Inc., are:

<u>Name</u>	<u>No. & Street of Bldg.</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Carol B. Bellows, President, Secretary and Treasurer	1810 25th Street	Columbus	IN	47201

SECTION 6. Famous shall exchange 1 share of its common stock for each 12.50 shares of common stock of Nationwide. The Shareholders of Nationwide shall properly endorse each certificate representing their ownership of shares of common stock in Nationwide in such a manner that same may be presented to Famous and may be canceled on the books of Nationwide. Famous shall then issue each former Shareholder of Nationwide a certificate representing ownership of shares of common stock of Famous and Famous shall immediately deliver each such certificate to the appropriate Shareholder. The endorsement, transfer and cancellation of Nationwide shares of common stock and the issuance of Famous shares of common stock shall occur simultaneously. The exchange of said shares of common stock shall be issued under share certificates bearing the name of "FAMOUS FOOTWEAR, INC."

SECTION 7. The merger of Nationwide into Famous shall comply with all United States, Indiana and Florida taxing laws. The exchange of shares of stock, as described hereinabove, shall be treated as a tax free exchange in accordance with said laws. In the event it shall be hereafter necessary for the Plan of Merger and this Merger Agreement to be amended in order to reflect compliance with said laws and in order to obtain and

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FAX AUDIT NO.: M95000006108

maintain aforesaid tax free exchange status, then this Merger Agreement is automatically amended to obtain and maintain such compliance and such status.

SECTION 8. Aforesaid exchange of shares of common stock, as is caused by this Merger Agreement, is based upon the fair market value net worth of each respective Corporation and, accordingly, is based upon the fair market value of the shares of common stock of each respective Corporation. The exchange rate of shares of common stock of Nationwide for shares of Famous is fairly representative of the interests of the respective Shareholders in the respective Corporations and is fairly representative of the interests of the respective Corporations.

SECTION 9. Simultaneous with the execution of this Merger Agreement, the Presidents of the respective Corporations shall execute Articles of Merger to be filed in Indiana and Florida with their respective Secretaries of State. An executed copy of this Merger Agreement shall become "EXHIBIT A" of the respective Articles of Merger to be filed with the respective Secretaries of State.

SECTION 10. At such time as the Secretary of State of Indiana and the Secretary of State of Florida, respectively, approve the Articles of Merger and issues the appropriate Certificates of Merger, Famous shall obtain from said Secretary of State of Indiana and said Secretary of State of Florida, respectively, certified copies of said approved Articles of Merger and said applicable Certificate of Merger in sufficient number to be recorded in the Office of the Recorder of each

FAX AUDIT NO.: M95000006108

PAX AUDIT NO.: H95000006108

county in which either Corporation has an interest in real estate. Such recordation on behalf of interests in real estate held by Famous is in compliance with Indiana law, and in compliance with Florida Law, if necessary.

SECTION 11. The number of shares issued and outstanding on the books of Famous, prior to the adoption of the Plan of Merger, is 345 shares of common stock. The number of shares issued and outstanding on the books of Nationwide, prior to the adoption of the Plan of Merger, is 100 shares of common stock. The number of shares authorized in each corporation is 10,000 shares, of which the authorized shares in Famous are no par value and the authorized shares in Nationwide are at \$1.00 par value per share. Aforesaid exchange of shares of common stock shall cause Famous to increase the shares of common stock issued and outstanding on its books from 345 shares to 353 shares. All shares of stock in Famous shall have no par value. Accordingly, no increase in authorized shares of stock of Famous shall be required.

SECTION 12. The title to all property now owned by Nationwide shall be transferred to Famous. All of the assets of Nationwide shall be transferred to Famous. All of the liabilities of Nationwide shall be transferred to, and be assumed by, Famous. To the extent required by law, Famous shall notify all creditors of Nationwide of the transfer and assumption of all liabilities of Nationwide. To the extent required, all instruments evidencing debt, lien or encumbrance shall be changed to reflect the transfer or assumption of the liability of Nationwide by Famous.

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FAX AUDIT NO.: H95000006108

SECTION 13. All taxing authorities shall be timely advised of the merger of Nationwide into Famous and all taxing forms, reports or returns shall be timely changed or adjusted to reflect said merger. Accordingly, Famous shall assume and be liable for any and all tax liabilities, penalties and interest included, of Nationwide.

SECTION 14. All of the books and records of Nationwide shall be timely adjusted to reflect said merger. It is understood the fiscal year of Famous is March 1 through the February 28 next following. It is understood the fiscal year of Nationwide is January 1 through December 31 of each calendar year. It is further understood that Nationwide is an "S" Corporation for corporate income tax purposes and that Famous is a "C" Corporation for corporate income tax purposes and that Famous will continue as a "C" Corporation for corporate income tax purposes.

SECTION 15. To the extent required, all regulatory authorities, agencies and instrumentalities having jurisdiction over the affairs of Nationwide shall be timely notified of this merger and all necessary records shall be timely adjusted.

SECTION 16. As of the time of the merger, Nationwide shall cease to act as an independent and separate corporation.

SECTION 17. The Effective Date of the merger of Nationwide into Famous shall be June 1, 1995, or such date thereafter that the Secretary of State of Indiana and the Secretary of State of Florida issue the applicable and respective Certificates of Merger.

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FAX AUDIT NO.: H95000006108

SECTION 18. It is understood that both Corporations, by their respective Board of Directors, have adopted appropriate Resolutions to authorize the aforesaid Plan of Merger, this Merger Agreement and the Articles of Merger. Further, the Shareholders of the respective Corporations have consented to or approved the aforesaid Plan of Merger, this Merger Agreement, the Articles of Merger and the action taken by the respective Board of Directors of the respective Corporations. It is further understood that all action taken by the respective Board of Directors and the respective Shareholders of the respective Corporations was unanimous.

SECTION 19. The undersigned persons executing this Merger Agreement on behalf of the respective Corporations represent and certify that they are duly elected officers of the respective Corporations and have been fully empowered, by proper resolutions of the respective Board of Directors of the respective Corporations and by proper votes and resolutions of the Shareholders of the respective Corporations, to execute and deliver this Merger Agreement; that each of the respective Corporations has full corporate capacity to enter into this Merger Agreement; and, that all necessary corporate action for the making of this Merger Agreement has been taken and done.

SECTION 20. This Merger Agreement may be executed in one or more counterparts, each of such counterparts for all purposes to be deemed an original, and all such counterparts shall together constitute one and the same Merger Agreement.

SECTION 21. In the event that any of the provisions of this

FAX AUDIT NO.: H95000006108

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Merger Agreement shall contravene, or be held invalid under, the laws of the particular state, county or jurisdiction where used, such contravention or invalidity shall not invalidate the whole Merger Agreement but it shall be construed as if not containing the particular provision or provisions held to be invalid and the rights and obligations of the respective Corporations, their respective Officers, Directors and Shareholders included, shall be construed and enforced accordingly.

SECTION 22. This Merger Agreement shall be binding upon the respective Corporations, their Officers, Directors and Shareholders included, as well as the pertinent personal representatives, successors, transferees and assignees affected hereby or hereunder.

SECTION 23. All prior understandings, whether written or oral, between the respective Corporations, their Officers, Directors and Shareholders included, are hereby made null and void.

SECTION 24. Time is of the essence.

SECTION 25. Wherever necessary in this Merger Agreement and the context requires, the singular and the related pronoun shall include the plural and vice versa. Wherever necessary in this Merger Agreement and the context requires, a masculine pronoun shall include the feminine or neuter gender and vice versa.

IN WITNESS WHEREOF, the parties hereunto, by their respective and appropriate Officers, set their hands and seals on this 31st day of May, 1995.

FAX AUDIT NO.: H95000006108

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NATIONWIDE:

FAMOUS:

NATIONWIDE FASHION FOOTWEAR, INC.

FAMOUS FOOTWEAR, INC.

Carolyn Bellows
CAROLYN BELLOWNS, PRESIDENT

Carolyn Bellows
CAROLYN BELLOWNS, PRESIDENT

ATTEST:

ATTEST:

Carolyn Bellows
CAROLYN BELLOWNS, SECRETARY

Robert Bellows
ROBERT BELLOWNS, SECRETARY

STATE OF INDIANA)
) SS:
COUNTY OF BARTHOLOMEW)

Before me, a Notary Public in and for said County and State, personally appeared Carolyn Bellows, President and Secretary, respectively, of Nationwide Fashion Footwear, Inc., a Florida Corporation and the merging Corporation herein, who acknowledged the execution of the foregoing Merger Agreement as the voluntary act and deed of said Corporation.

WITNESS, my hand and Notarial Seal this 31st day of May, 1995.

MY COMMISSION EXPIRES:
7/6/96

Eilene Heavin
EILENE HEAVIN, a Notary Public
and resident of Jackson County,
Indiana

STATE OF INDIANA)
) SS:
COUNTY OF BARTHOLOMEW)

Before me, a Notary Public in and for said County and State, personally appeared Carolyn Bellows and Robert Bellows, President and Secretary, respectively, of Famous Footwear, Inc., an Indiana Corporation and the surviving Corporation herein, who acknowledged the execution of the foregoing Merger Agreement as the voluntary act and deed of said Corporation.


FAX AUDIT NO.: H95000006108

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WITNESS, my hand and Notarial Seal this 31st day of May,
1995.

MY COMMISSION EXPIRES:

7/6/96


HILENS HEAVIN, a Notary Public
and resident of Jackson County,
Indiana

THIS INSTRUMENT WAS PREPARED BY: OTTO F. SCHUG, ATTORNEY AT LAW,
1220 WASHINGTON STREET, P.O. BOX 1104, COLUMBUS, IN 47202-1104
TELEPHONE: 812-376-9313; FAX: (812) 375-9102; ATTORNEY NO. 89-03

FAX AUDIT NO.: H95000006108

F95000002480

Otto E. Schug

Attorney At Law

1220 Washington Street
Post Office Box 1104
Columbus, Indiana 47202-1104

Phone: 812/376-9315
FAX: 812/375-9102

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

June 30, 1997

FILED
97 JUL 25 AM 10:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

In Re: Change of Corporate Name from Famous Footwear, Inc.,
to Shoe Biz, Inc., as d/b/a in Florida

Gentlepersons,

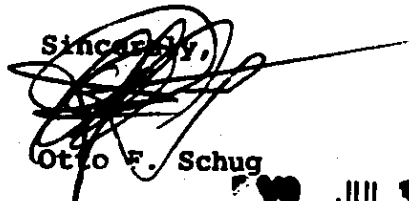
00002231730--9
-07/07/97--01144--006
*****87.50 *****87.50

Enclosed herewith find the following:

1. 4 signed copies Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Indiana Certificate of Existence under the name of "Shoe Biz, Inc." issued June 24, 1997;
3. Indiana Certificate of Fact reflecting change of Corporate Name as of May 22, 1997, from Famous Footwear, Inc., to Shoe Biz, Inc., issued June 24, 1997;
4. Certified copy of Corporate Minutes of June 30, 1997, reflecting the name change for Florida purposes;
5. Check in the amount of \$87.50 for \$35.00 filing fee and \$52.50 certified copy of amendment.

Please note our letterhead contains P.O. Box address, telephone number and fax number. If you have any questions, please call us directly so we may respond.

Sincerely,

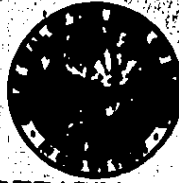


Otto E. Schug

OFS/eh

JUL 30 1997

N/C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

OTTO F. SCHUG
POST OFFICE BOX 1104
COLUMBUS, IN 47202-1104

SUBJECT: FAMOUS FOOTWEAR INC
Ref. Number: F95000002480

We have received your document for FAMOUS FOOTWEAR INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 497A00035956

Rec'd 7/25

Otto F. Schug

Attorney At Law

1220 Washington Street
Post Office Box 1104
Columbus, Indiana 47202-1104

Phone: 812/376-9315
FAX: 812/375-9102

Velma Shepard, Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

July 21, 1997

In Re: Change of Corporate Name from "FAMOUS FOOTWEAR, INC."
to "SHOE BIZ OF INDIANA, INC."
Reference No. F95000002480

Dear Ms. Shepard,

This is to acknowledge the receipt of your letter dated July 14, 1997, Letter No. 497A00035956, along with the return of 4 copies of Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a computer print-out indicating the name "Shoe Biz, Inc." is already utilized in Florida and the return of a signed copy of our June 30, 1997, Corporate Minute with Certificate of Existence Attached.

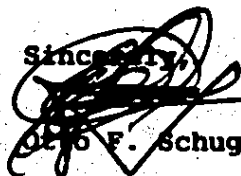
PLEASE NOTE: The filing fee check in the amount of \$87.50 cleared the Bank on July 9, 1997. Accordingly, it could not have been returned to us as was indicated in your July 14, 1997, letter. Therefore, please reflect that filing fees have been paid.

Based upon such letter and our telephone conversation of this morning, we are enclosing the following:

1. 4 copies of Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. 4 copies of the Certified Minutes of Shoe Biz, Inc., dated July 21, 1997, adopting Resolutions to use in Florida the assumed business name of "SHOE BIZ OF INDIANA, INC.";
3. Your letter dated July 14, 1997;

Please return to us the appropriate number of file stamped documents for our records.

Sincerely,



Otto F. Schug

OFS/eh

Please return to us the appropriate number of file stamped documents for our records.

Sincerely,

A handwritten signature in dark ink, appearing to be "G. F. Schug", written over a horizontal line. The signature is somewhat scribbled and overlaps the line.

OFS/eh

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Famous Footwear, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Indiana 3. 5/22/95
Incorporated under laws of Date authorized to do business in Florida

FILED
97 JUL 25 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/22/97

5. Shoe Biz, 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.

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

N/A
New Duration

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

N/A
New Jurisdiction

Carolyn Bellows June 30, 1997
Signature Date

Carolyn Bellows President
Typed or printed name Title

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF FACT

To Whom These Presents Come, Greeting:

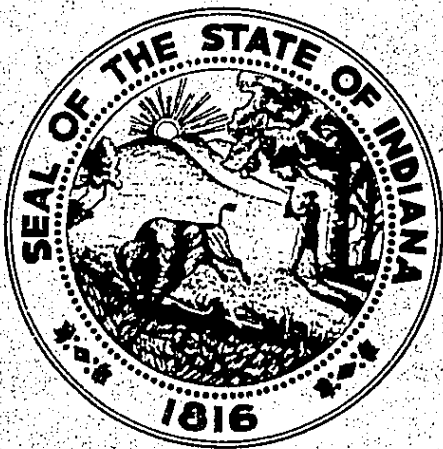
I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that Articles of Amendment were filed bearing an approved and filed date of May 22, 1997 amending the name of the corporation from

FAMOUS FOOTWEAR, INC.

to

SHOE BIS, INC.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-fourth day of June, 1997.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

**MINUTES OF A SPECIAL JOINT MEETING OF
THE SHAREHOLDERS AND BOARD OF DIRECTORS
SHOE BIZ, INC.
HELD ON JULY 21, 1997**

A Special Joint Meeting of the Board of Directors and Shareholders of SHOE BIZ, INC., was held at the Corporate Office located at 1810 25th Street, Columbus, Indiana, on July 21, 1997, at 10:00 A.M.

Such meeting was held at such time and place pursuant to a call and waiver of notice and consent as follows:

We, the undersigned, being and constituting the Shareholders and Members of the Board of Directors of SHOE BIZ, INC. hereby call and waive notice of a Special Joint Meeting of said Shareholders and Board of Directors to be held at the Corporate Office located at 1810 25th Street, Columbus, Indiana, 47201, on July 21, 1997, at 10:00 A.M., for the purpose of transacting any and all business that may come before the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this the 21st day of July, 1997.



CAROLYN BELLOWS

ROBERT BELLOWS

The meeting was called to order by Carol Bellows, President of the Corporation. Additionally in attendance for the duration of the meeting were Robert Bellows, Vice President and Secretary; Tammy L. Landis; and, Otto F. Schug, Corporate Counsel.

Tammy L. Landis, Secretary of the Corporation, reported that of the 353 shares of Common Stock issued and outstanding on the books and records of the Corporation, Carolyn S. Bellows is the owner of 181 shares of such stock and Robert R. Bellows is the owner of 172 shares of such stock.

The President reported that on May 22, 1997, the Secretary of State of Indiana approved Articles of Amendment whereby the name of the Corporation was changed from "Famous Footwear, Inc." to "Shoe Biz, Inc.". It was determined that the name "Shoe Biz, Inc." was already in use in the Commonwealth of Kentucky. Accordingly, on June 25, 1997, the Secretary of State of the Commonwealth of Kentucky approved the Application for Amended

Certificate of Authority changing the corporate name, for Kentucky purposes, of Famous Footwear, Inc., to Shoe Biz of Indiana, Inc.

By letter dated July 14, 1997, and received on July 21, 1997, we were advised the Corporate name of "Shoe Biz, Inc." is already in use in the State of Florida. Otto F. Schug, Corporate Counsel, discussed the matter with Velma Shepard, Corporate Specialist in the office of the Florida Department of State. Based upon such discussion, it would be advisable for the Corporation to do as it is already doing in the Commonwealth of Kentucky; that is, use the Corporate name of "Shoe Biz of Indiana, Inc."

Upon motion duly made, seconded and unanimously carried, the following Resolutions were adopted:

BE IT RESOLVED, the Corporation has changed its Corporate name from Famous Footwear, Inc., to Shoe Biz, Inc. Such name change was approved by the Indiana Secretary of State on May 22, 1997, and a Certificate of Fact, reflecting such name change, was originally issued by such Secretary of State on May 23, 1997.

BE IT FURTHER RESOLVED, the Corporation shall utilize the name of "Shoe Biz of Indiana, Inc." for the purpose of doing business in the State of Florida.

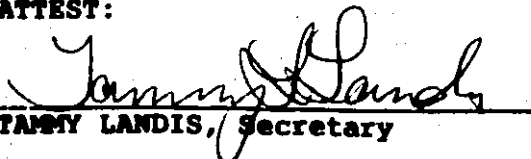
BE IT FURTHER RESOLVED, the Corporation shall file with the Department of State of Florida all data required to adopt the Assumed Business Name of "Shoe Biz of Indiana, Inc., in the State of Florida.

BE IT FURTHER RESOLVED, the President, in her sole and absolute discretion, is authorized and directed to carry out the intent of the foregoing Resolutions without further authority being required by the Shareholders and Board of Directors of this Corporation. Such authority hereby granted shall include the authority to make applicable amendments as shall be necessary, appropriate or expedient under the circumstances.

There being no further business to come before the meeting, the meeting was adjourned at 10:30 A.M.


CAROLYN BELLOWS, President

ATTEST:


TAMMY LANDIS, Secretary

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Shoe Biz, Inc., that the foregoing Resolutions were unanimously adopted at a Special Joint Meeting of the Shareholders and Board of Directors of Shoe Biz, Inc., held on July 21, 1997, and that such Resolutions are in full force and effect.

Dated: July 21, 1997


TAMMY LANDIS