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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

300002773793-8
 -02/12/99-01051-003
 *****70.00 *****70.00

CORPORATION(S) NAME

Wolff Shoe Company

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CR2E031 (1-89)

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. WOLFF SHOE COMPANY
(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. Missouri 3. 43-0592810
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/26/1919 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated to be March 15, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 1705 Larkin Williams Road, P.O. Box A.O.
Fenton, Missouri 63026
(Current mailing address)

8. The sale of women's shoes and accessories
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designate 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM M.S. Green
(Registered agent's signature) M.S. GREEN, Asst. Secy

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William Wolff

Address: 1705 Larkin Williams Road, Fenton, MO 63026

Vice Chairman: Gary Wolff

Address: 1705 Larkin Williams Road, Fenton, MO 63026

Director: Douglas P. Bay

Address: 1705 Larkin Williams Road, Fenton, MO 63026

Director: Bernard A. Barken

Address: 500 North Broadway, Suite 2000, St. Louis, MO 63102

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Gary Wolff

Address: 1705 Larkin Williams Road, Fenton, MO 63026

Vice President: Charles Censky

Address: 1705 Larkin Williams Road, Fenton, MO 63026

Secretary: William Kaplan


Address: 1705 Larkin Williams Road, Fenton, MO 63026

Treasurer: Douglas P. Bay

Address: 1705 Larkin Williams Road, Fenton, MO 63026

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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. Douglas P. Bay, Treasurer
(Typed or printed name and capacity of person signing application)

ADDITIONAL OFFICERS
OF
WOLFF SHOE COMPANY

1. Vice President: I.M. Rubenstein
Address: 1705 Larkin Williams Road, Fenton, MO 63026
2. Chairman of the Board: William Wolff
Address: 1705 Larkin Williams Road, Fenton, MO 63026

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
WOLFF SHOE COMPANY

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 26TH DAY OF APRIL, 1919, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 8TH DAY OF FEBRUARY, 1999.

Rebecca McDowell Cook
Secretary of State



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SECRETARY OF STATE
DIVISION OF CORPORATIONS