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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

NEWCO PL FOOTWEAR, LLC

Certificate of Status	1
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ARTICLES OF MERGER

The following articles of merger are being submitted to merge the following limited liability companies in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
PL Footwear, Inc. <i>F95-3914</i>	Delaware	Corporation
Newco PL Footwear, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Newco PL Footwear, LLC <i>108-48344</i>	Florida	Limited Liability Company

THIRD: On the Effective Date of the Merger, as defined herein, the Articles of Organization and Operating Agreement of the surviving party shall remain the Articles of Organization and Operating Agreement of the surviving party.

FOURTH: The attached Plan of Merger was approved by the domestic limited liability company that is party to the merger in accordance with applicable provisions of Chapter 608, Florida Statutes.

FIFTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the laws of its applicable jurisdiction.

SIXTH: The merger will become effective (the "Effective Date") at the close business on the 6th day of June, 2008.


SEVENTH: The Articles of Merger are in compliance with and were executed in accordance with the laws of each party's applicable jurisdiction.

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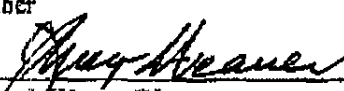
Fax Audit No.: H08000145805

PL Footwear, Inc.

By: 
Name: J. Wayne Weaver
Its: President

Newco PL Footwear, LLC

By: LC Footwear, Inc., its sole and managing member

By: 
Name: J. Wayne Weaver
Its: President

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TALLAHASSEE, FLORIDA

Fax Audit No: H08000145805

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Chapter 608, Florida Statutes, and is being submitted in accordance with Chapter 608, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
PL Footwear, Inc.	Delaware	Corporation
Newco PL Footwear, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Newco PL Footwear, LLC	Florida	Limited Liability Company

THIRD: The merger will become effective (the "Effective Date") at the close of business on the 6th day of June, 2008.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The organizational documents of Newco PL Footwear, LLC shall continue to govern the surviving party.
- (b) The membership interests in Newco PL Footwear, LLC are unchanged.
- (c) Each share of Class A voting common stock of PL Footwear, Inc. which is issued and outstanding on the effective date of the merger shall be converted into three shares of Class A voting common stock of LC Footwear, Inc., the sole member of the surviving party. Each share of Class B non-voting common stock of PL Footwear, Inc. which is issued and outstanding on the effective date of the merger shall be converted into three shares of Class B non-voting common stock of LC Footwear, Inc., the sole member of the surviving party.

FIFTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The capital stock of PL Footwear, Inc. will not be converted into interests of the surviving party, cash or other property. Each share of Class A voting common stock of PL Footwear, Inc. which is issued and outstanding on the effective date of the merger shall be converted into three shares of Class A voting common stock of LC Footwear, Inc., the sole member of the surviving party.

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Each share of Class B non-voting common stock of PL Footwear, Inc. which is issued and outstanding on the effective date of the merger shall be converted into three shares of Class B non-voting common stock of LC Footwear, Inc., the sole member of the surviving party.

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The membership interests in the surviving party are unchanged and shall represent the sole ownership interests in the surviving party.

SIXTH: On the Effective Date of the Merger, as defined herein, the Articles of Organization of the surviving party shall be amended to read as follows:

"1. Name. The name of the Company is PL FOOTWEAR, LLC."

SEVENTH: LC Footwear, Inc., a Delaware corporation, is the sole and managing member of the surviving party and its business address is 6622 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216.

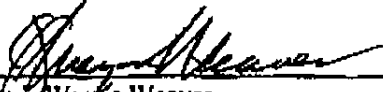
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Fax Audit No.: H08000145805

PL Footwear, Inc.

By: 
Name: J. Wayne Weaver
Its: President

Newco PL Footwear, LLC

By: LC Footwear, Inc., its sole and managing member

By: 
Name: J. Wayne Weaver
Its: President

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