

L70390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

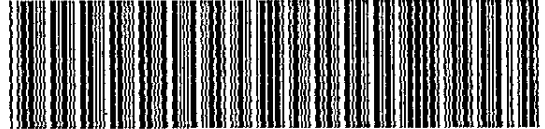
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400062178444

EFFECTIVE DATE  
12/31/05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 DEC 19 PM 3:55

FILED

*merger  
of*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 753577 5039704

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ ~~5640.00~~

*\$5,425.00*

ORDER DATE : December 13, 2005

ORDER TIME : 2:18 PM

ORDER NO. : 753577-045

CUSTOMER NO: 5039704

ARTICLES OF MERGER

SEE EXHIBIT A  
(\*MULTIPLE NON-SURVIVORS)

INTO

MILES SHOES MELDISCO LAKEWOOD,  
COLORADO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

FILED

OF

05 DEC 19 PM 3:55

EACH OF THE CORPORATIONS LISTED ON EXHIBIT A ANNEXED HERETO

SECRETARY OF STATE  
FLORIDA

AND

MILES SHOES MELDISCO LAKEWOOD, COLORADO, INC.

EFFECTIVE DATE  
12/31/05

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging each of the corporations listed on Exhibit A annexed hereto with and into Miles Shoes Meldisco Lakewood, Colorado, Inc. as approved by the Board of Directors of each of the corporations listed on Exhibit A annexed hereto on December 9, 2005, and adopted by the Board of Directors of Miles Shoes Meldisco Lakewood, Colorado, Inc. on December 9, 2005.

2. The merger of each of the corporations listed on Exhibit A annexed hereto with and into Miles Shoes Meldisco Lakewood, Colorado, Inc. is permitted by the laws of the jurisdiction of organization of Miles Shoes Meldisco Lakewood, Colorado, Inc., and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Miles Shoes Meldisco Lakewood, Colorado, Inc. was December 9, 2005.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2005.

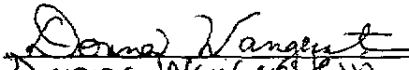
Executed on December 9, 2005

Each of the Corporations Listed on Exhibit A Annexed Hereto

By:

Name:

Capacity:

  
Donna Wangenstein  
Vice President

Miles Shoes Meldisco Lakewood, Colorado, Inc.

By:

Name:

Capacity:

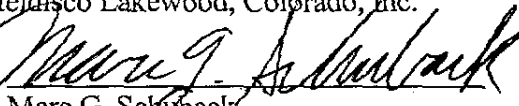
  
Marc G. Schuback  
Vice President & Assistant Secretary

EXHIBIT A

STORE #	CORPORATE NAME	STATE	PARENT	CONTACT ADDRESS
3670	MELDISCO K-M 10101 SOUTHERN BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3471	MELDISCO K-M 101401 OVERSEAS HWY., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4120	MELDISCO K-M 10501 PINES BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3545	MELDISCO K-M 1140 E. JOHN SIMS PKWY., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4187	MELDISCO K-M 12713 TAMMAMI, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4097	MELDISCO K-M 1341 NW ST. LUCIE, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3790	MELDISCO K-M 1650 AIRPORT BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3720	MELDISCO K-M 1801 N.W. HWY. 19, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3823	MELDISCO K-M 271H AVE., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4398	MELDISCO K-M 2899 SW 32ND AVE., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3513	MELDISCO K-M 3100 NEW U.S. #441 W., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
1880	MELDISCO K-M 34TH ST., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3642	MELDISCO K-M 3780 THIRD ST., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4166	MELDISCO K-M 3800 OAKWOOD BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4307	MELDISCO K-M 4340 OKEECHOBEE BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3235	MELDISCO K-M 5200 GLADIOLUS, DR., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4242	MELDISCO K-M 5750 NW 183RD ST., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4016	MELDISCO K-M 6015 CYPRESS GARDENS BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3721	MELDISCO K-M 7100 W. HWY. 98, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3615	MELDISCO K-M 7422 GALL BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3455	MELDISCO K-M 7602 TURKEY LAKE RD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3428	MELDISCO K-M 7900 S.W. 104TH ST., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3465	MELDISCO K-M 850 SADLER ROAD, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4045	MELDISCO K-M 8TH ST., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3420	MELDISCO K-M 900 N.W. 76 BLVD., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
1735	MELDISCO K-M APALACHEE PKW., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4078	MELDISCO K-M BARTOW RD., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2185	MELDISCO K-M BEACON WOODS DR., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3404	MELDISCO K-M BELLEVIEW, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3509	MELDISCO K-M BONITA SPRINGS, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2893	MELDISCO K-M BRADENTON, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
1748	MELDISCO K-M BRANDON, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3268	MELDISCO K-M CALLAWAY, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2777	MELDISCO K-M CAPE CORAL, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
1864	MELDISCO K-M CLEARWATER, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4123	MELDISCO K-M CLERMONT, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2673	MELDISCO K-M DAVIE, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3978	MELDISCO K-M DELAND, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
4040	MELDISCO K-M ELLENTON, FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2383	MELDISCO K-M FEDERAL HWY., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2168	MELDISCO K-M FT. MYERS, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2210	MELDISCO K-M FT. PIERCE, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2910	MELDISCO K-M FT. WALTON BEACH, FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3852	MELDISCO K-M GOLDEN GATE PKWY., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3380	MELDISCO K-M GOLDENROD RD., N., FL., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2738	MELDISCO K-M GULF TO BAY BLVD., FLA., INC.	FL	Miles Shoes Medisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430

EXHIBIT A

3382	MELDISCO K-M INVENESS, FL, INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3986	MELDISCO K-M JACKSONVILLE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3768	MELDISCO K-M KEY WEST, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2640	MELDISCO K-M KISSIMMEE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3616	MELDISCO K-M LAKE MARY, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
1926	MELDISCO K-M LAKE PARK, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2151	MELDISCO K-M LANITANA, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
1888	MELDISCO K-M LEM TURNER RD., FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3725	MELDISCO K-M LUTZ, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2931	MELDISCO K-M MARATHON, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2446	MELDISCO K-M MIAMI, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
4077	MELDISCO K-M MILTON, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3111	MELDISCO K-M MISSION BELL, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3823	MELDISCO K-M MURDOCK, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
1796	MELDISCO K-M N. DALE-MABRY, HWY., FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3427	MELDISCO K-M N. MIAMI BEACH, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
1870	MELDISCO K-M NAPLES, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2464	MELDISCO K-M NEPTUNE BEACH, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3248	MELDISCO K-M NEW SMYRNA BEACH, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3641	MELDISCO K-M ORANGE CITY, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2271	MELDISCO K-M ORANGE PARK, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2944	MELDISCO K-M PALATKA, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2826	MELDISCO K-M PALM BAY, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2281	MELDISCO K-M PALMETTO PK. RD., FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2282	MELDISCO K-M PANAMA CITY, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3090	MELDISCO K-M PENSACOLA, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
4051	MELDISCO K-M PERRY, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3959	MELDISCO K-M PINE ISLAND BLVD., FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3655	MELDISCO K-M POMPANO BEACH, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2782	MELDISCO K-M PORT ORANGE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
4191	MELDISCO K-M PORT ROYAL, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
1945	MELDISCO K-M S. ORANGE BLOSSOM TR., FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2747	MELDISCO K-M SAN JOSE BLVD., FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2819	MELDISCO K-M SARRASOTA, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3835	MELDISCO K-M SEBRING, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3946	MELDISCO K-M SEMINOLE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3789	MELDISCO K-M SEVENTH ST., MIAMI, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2403	MELDISCO K-M ST. AUGUSTINE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2813	MELDISCO K-M ST. PETERSBURG, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3976	MELDISCO K-M STUART, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2724	MELDISCO K-M TAMAMI TRAIL, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2009	MELDISCO K-M TARPON SPRINGS, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2761	MELDISCO K-M TEMPLE TERRACE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3396	MELDISCO K-M TITUSVILLE, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2000	MELDISCO K-M VENICE, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
2784	MELDISCO K-M VERO BEACH, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
3506	MELDISCO K-M WINTER GARDEN, FL., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430
.3062	MELDISCO K-M WINTER PARK, FLA., INC.	FL	Miles Shoes	Meldisco Lakewood	Colorado, Inc.	933 Macarthur Blvd.	Mahwah, NJ 07430

EXHIBIT A

3641	MELDISCO K-M WINTER SPRINGS, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1464	MILES MELDISCO K-M 86 ST. FLA. INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1696	MILES MELDISCO K-M 9TH ST., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1413	MILES MELDISCO K-M BEACH BLVD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1399	MILES MELDISCO K-M BISCAYNE FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1418	MILES MELDISCO K-M BLANDING BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1629	MILES MELDISCO K-M BRADENTOWN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1400	MILES MELDISCO K-M CORAL WAY VILLAGE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1309	MILES MELDISCO K-M FT LAUDERDALE INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1362	MILES MELDISCO K-M HIALEAH FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1363	MILES MELDISCO K-M HOLLYWOOD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1447	MILES MELDISCO K-M MILITARY TRAIL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1437	MILES MELDISCO K-M MOBILE HWYWAY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1734	MILES MELDISCO K-M NEW PORT RICHEY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1739	MILES MELDISCO K-M Ocala, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1470	MILES MELDISCO K-M ROSERY RD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1687	MILES MELDISCO K-M SEMORAN BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1312	MILES MELDISCO K-M TAMPA FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1592	MILES MELDISCO K-M VOLUSIA AVE., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3587	MELDISCO K-M U.S. HWY. #90 FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3676	MELDISCO K-M 12151 E. COLONIAL DR., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4084	MELDISCO K-M 12810 W. SUNRISE BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3873	MELDISCO K-M 1500 PLACIDO RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3808	MELDISCO K-M 180 MALABAR RD. S.W., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4002	MELDISCO K-M 19388 CORTIZ BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3431	MELDISCO K-M 2220 RLO BRINSON MEMORIAL HWY., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4090	MELDISCO K-M 4140 TOWN CENTER BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3543	MELDISCO K-M 500 U.S. HWY. #1 N. FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4080	MELDISCO K-M 5000 ALICO RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4427	MELDISCO K-M 5202 73RD LANE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4424	MELDISCO K-M ALTAMONTE SPRINGS, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3336	MELDISCO K-M DEERFIELD BEACH FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3442	MELDISCO K-M DESTIN, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4047	MELDISCO K-M GAINESVILLE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3560	MELDISCO K-M GLEASON'S CORNER MALL, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2939	MELDISCO K-M HIWASSESE RD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2996	MELDISCO K-M INDIAN HARBOR BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3914	MELDISCO K-M JOG RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4108	MELDISCO K-M LAKE WALES, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3423	MELDISCO K-M LAKE LAND, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2628	MELDISCO K-M LEESBURG, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4086	MELDISCO K-M LIVE OAK, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2382	MELDISCO K-M MARGATE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4001	MELDISCO K-M MEMORIAL HWY., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3203	MELDISCO K-M N.W. 2ND AVE., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3314	MELDISCO K-M NARANJA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430

EXHIBIT A

3414	MELDISCO K-M NEW PORT RICHEY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3033	MELDISCO K-M OKEECHOBEE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3284	MELDISCO K-M OLD TRAIL DR., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3416	MELDISCO K-M OLDSMAR, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2812	MELDISCO K-M ORLANDO, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3990	MELDISCO K-M ORMOND BEACH, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3821	MELDISCO K-M PLANT CITY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3809	MELDISCO K-M PORT ST. LUCIE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3792	MELDISCO K-M PUNTA GORDA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3524	MELDISCO K-M ROCKLEDGE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3292	MELDISCO K-M RUSKIN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3212	MELDISCO K-M S. PASADENA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3309	MELDISCO K-M S.W. 152ND ST., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
3291	MELDISCO K-M SPRING HILL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430
2911	MELDISCO K-M WINTER HAVEN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd, Mahwah, NJ 07430



EFFECTIVE DATE  
12/24/03

FILED

PLAN OF MERGER

05 DEC 19 PM 3:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Miles Shoes Meldisco Lakewood, Colorado, Inc., which is a business corporation of the State of Colorado and is the parent corporation and the owner of all of the outstanding shares of each of the corporations listed on Exhibit A annexed hereto, each of which is a business corporation of the State of Florida and each of which is a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into Miles Shoes Meldisco Lakewood, Colorado, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Miles Shoes Meldisco Lakewood, Colorado, Inc.
2. The separate existence of each of the corporations listed on Exhibit A annexed hereto shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Miles Shoes Meldisco Lakewood, Colorado, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of each of the corporations listed on Exhibit A annexed hereto shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Miles Shoes Meldisco Lakewood, Colorado, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

EXHIBIT A

STORE #	CORPORATE NAME	STATE	PARENT	CONTACT ADDRESS
3670	MELDISCO K-M 10101 SOUTHERN BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3471	MELDISCO K-M 101401 OVERSEAS HWY., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4120	MELDISCO K-M 10501 PINES BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3545	MELDISCO K-M 1140 E. JOHN SIMS PKWY., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4187	MELDISCO K-M 12713 TAMiami, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4097	MELDISCO K-M 1341 NW ST. LUCIE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3790	MELDISCO K-M 1650 AIRPORT BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3720	MELDISCO K-M 1801 N.W. HWY. 19, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3823	MELDISCO K-M 27TH AVE., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4388	MELDISCO K-M 2999 SW 32ND AVE., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3513	MELDISCO K-M 3100 NEW U.S. #441 W., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1880	MELDISCO K-M 34TH ST., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3642	MELDISCO K-M 3790 THIRD ST., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4166	MELDISCO K-M 3800 OAKWOOD BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4307	MELDISCO K-M 4340 OKEECHOBEE BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3235	MELDISCO K-M 5200 GLADIOLUS, DR., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4242	MELDISCO K-M 5750 NW 183RD ST., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4016	MELDISCO K-M 6015 CYPRIUS GARDENS BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3721	MELDISCO K-M 7100 W. HWY. 98, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3615	MELDISCO K-M 7422 GALL BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3455	MELDISCO K-M 7802 TURKEY LAKE RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3428	MELDISCO K-M 7900 S.W. 104TH ST., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3465	MELDISCO K-M 850 SADLER ROAD, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4045	MELDISCO K-M 8TH ST., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3420	MELDISCO K-M 900 N.W. 76 BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1735	MELDISCO K-M APALACHEE PKW., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4078	MELDISCO K-M BARTOW RD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2185	MELDISCO K-M BEACON WOODS DR., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3404	MELDISCO K-M BELLEVIEW, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3509	MELDISCO K-M BONITA SPRINGS, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2853	MELDISCO K-M BRADENTON, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1748	MELDISCO K-M BRANDON FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3268	MELDISCO K-M CALLAWAY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2777	MELDISCO K-M CAPE CORAL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1864	MELDISCO K-M CLEARWATER, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4123	MELDISCO K-M CLERMONT, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2673	MELDISCO K-M DAVIE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3978	MELDISCO K-M DE LAND, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4040	MELDISCO K-M ELLENTON, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2383	MELDISCO K-M FEDERAL HWY., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2168	MELDISCO K-M FT. MYERS, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2210	MELDISCO K-M FT. PIERCE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2910	MELDISCO K-M FT. WALTON BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3852	MELDISCO K-M GOLDEN GATE PKWY., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3380	MELDISCO K-M GOLDENROD RD., N., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2738	MELDISCO K-M GULF TO BAY BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430

EXHIBIT A

3382	MELDISCO K-M INVERNESS, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3986	MELDISCO K-M JACKSONVILLE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3788	MELDISCO K-M KEY WEST, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2640	MELDISCO K-M KISSIMMEE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3516	MELDISCO K-M LAKE MARY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1926	MELDISCO K-M LAKE PARK, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2151	MELDISCO K-M LANTANA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1688	MELDISCO K-M LEM TURNER RD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3725	MELDISCO K-M LUTZ, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2551	MELDISCO K-M MARATHON, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2446	MELDISCO K-M MIAMI, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4077	MELDISCO K-M MILTON, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3111	MELDISCO K-M MISSION BELL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3923	MELDISCO K-M MURDOCK, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1796	MELDISCO K-M N. DALE-MABRY, HWY., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3427	MELDISCO K-M N. MIAMI BEACH, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1870	MELDISCO K-M NAPLES, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2464	MELDISCO K-M NEPTUNE BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3248	MELDISCO K-M NEW SMYRNA BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3641	MELDISCO K-M ORANGE CITY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2271	MELDISCO K-M ORANGE PARK, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2544	MELDISCO K-M PALATKA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2826	MELDISCO K-M PALM BAY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2281	MELDISCO K-M PALMETTO PK. RD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2282	MELDISCO K-M PANAMA CITY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3090	MELDISCO K-M PENSACOLA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4051	MELDISCO K-M PERRY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3959	MELDISCO K-M PINE ISLAND BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3555	MELDISCO K-M POMIPANO BEACH, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2762	MELDISCO K-M PORT ORANGE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4191	MELDISCO K-M PORT ROYAL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1945	MELDISCO K-M S. ORANGE BLOSSOM TR., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2747	MELDISCO K-M SAM JOSE BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2619	MELDISCO K-M SARASOTA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3835	MELDISCO K-M SEBRING, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3946	MELDISCO K-M SEMINOLE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3789	MELDISCO K-M SEVENTH ST., MIAMI, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2403	MELDISCO K-M ST. AUGUSTINE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2913	MELDISCO K-M ST. PETERSBURG, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3976	MELDISCO K-M STUART, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2724	MELDISCO K-M TAMiami TRAIL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2009	MELDISCO K-M TARPON SPRINGS, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2761	MELDISCO K-M TEMPLE TERRACE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3396	MELDISCO K-M TITUSVILLE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2000	MELDISCO K-M VENICE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2784	MELDISCO K-M VERO BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3506	MELDISCO K-M WINTER GARDEN, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3062	MELDISCO K-M WINTER PARK, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430

EXHIBIT A

3641	MELDISCO K-M WINTER SPRINGS, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1464	MILES MELDISCO K-M 86 ST FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1696	MILES MELDISCO K-M 9TH ST., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1413	MILES MELDISCO K-M BEACH BLVD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1399	MILES MELDISCO K-M BISCAYNE FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1418	MILES MELDISCO K-M BLANDING BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1629	MILES MELDISCO K-M BRADENTOWN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1400	MILES MELDISCO K-M CORAL WAY VILLAGE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1309	MILES MELDISCO K-M FT LAUDERDALE INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1362	MILES MELDISCO K-M HIALEAH FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1363	MILES MELDISCO K-M HOLLYWOOD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1447	MILES MELDISCO K-M MILITARY TRAIL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1437	MILES MELDISCO K-M MOBILE HWAY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1734	MILES MELDISCO K-M NEW PORT RICHEY, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1739	MILES MELDISCO K-M OCALA FLA, INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1470	MILES MELDISCO K-M ROSERY RD FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1687	MILES MELDISCO K-M SEMORAN BLVD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1312	MILES MELDISCO K-M TAMPA FLA INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
1592	MILES MELDISCO K-M VOLUSIA AVE., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3587	MELDISCO K-M U.S. HWY. #90, FL., INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3676	MELDISCO K-M 12151 E. COLONIAL DR., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4084	MELDISCO K-M 12610 W. SUNRISE BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3673	MELDISCO K-M 1500 PLACIDO RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3608	MELDISCO K-M 160 MALABAR RD. S.W., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4002	MELDISCO K-M 19388 CORTIZ BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3431	MELDISCO K-M 2220 IRLI BRONSON MEMORIAL HWY., FL., INC	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4090	MELDISCO K-M 4140 TOWN CENTER BLVD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3943	MELDISCO K-M 600 U.S. HWY. #1 N, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4080	MELDISCO K-M 5000 ALICO RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4427	MELDISCO K-M 9202 73RD LANE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4424	MELDISCO K-M ALTAMONTE SPRINGS, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3336	MELDISCO K-M DEERFIELD BEACH, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3442	MELDISCO K-M DESTIN, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4047	MELDISCO K-M GAINESVILLE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3560	MELDISCO K-M GLEASON'S CORNER MALL, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2939	MELDISCO K-M HIWASSEE RD., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2996	MELDISCO K-M INDIAN HARBOUR BEACH, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3914	MELDISCO K-M JOG RD., FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4108	MELDISCO K-M LAKE WALES, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3423	MELDISCO K-M LAKELAND, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2628	MELDISCO K-M LEESBURG, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4086	MELDISCO K-M LIVE OAK, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2382	MELDISCO K-M MARGATE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
4001	MELDISCO K-M MEMORIAL HWY., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3203	MELDISCO K-M N.W. 2ND AVE., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3314	MELDISCO K-M NARANJA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430

EXHIBIT A

3414	MELDISCO K-M NEW PORT RICHEY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3033	MELDISCO K-M OKEECHOBEE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3284	MELDISCO K-M OLD TRAIL DR., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3416	MELDISCO K-M OLDSMAR, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2912	MELDISCO K-M ORLANDO, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3990	MELDISCO K-M ORMOND BEACH, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3821	MELDISCO K-M PLANT CITY, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3809	MELDISCO K-M PORT ST. LUCIE, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3792	MELDISCO K-M PUNTA GORDA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3524	MELDISCO K-M ROCKLEDGE, FL., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3252	MELDISCO K-M RUSKIN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3212	MELDISCO K-M S. PASADENA, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3309	MELDISCO K-M S.W. 152ND ST., FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
3291	MELDISCO K-M SPRING HILL, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
2911	MELDISCO K-M WINTER HAVEN, FLA., INC.	FL	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430