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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

LEHIGH SAFETY SHOE CO., LLC

Certificate of Status	0
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

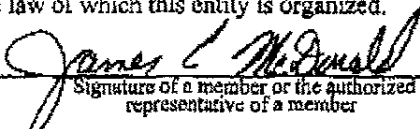
1. Name of limited liability company as it appears on the records of the Florida Department of State: Lehigh Safety Shoe Co., LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: March 16, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? Yes
5. New name of the limited liability company: Rocky Brands Retail LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

James E. McDonald

Typed or printed name of signer

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"RM LEHIGH SAFETY SHOE CO. LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "LEHIGH SAFETY SHOE CO. LLC" UNDER THE NAME OF "ROCKY BRANDS RETAIL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 6:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

3182836 8330

061193017



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312569

DATE: 12-27-06