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ACCOUNT NO. : 072100000032

REFERENCE : 594114 5039704

AUTHORIZATION :

*Patricia Pygott*

COST LIMIT : \$ 70

ORDER DATE : February 18, 2000

ORDER TIME : 9:35 AM

ORDER NO. : 594114-265

CUSTOMER NO: 5039704

9000003141739--8

CUSTOMER: Ms. Terry Straut  
FOOTSTAR CORPORATION  
FOOTSTAR CORPORATION  
933 Macarthur Blvd.

Mahwah, NJ 07430

DOMESTIC FILING

NAME: GAINESVILLE FEET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 21 PM 2:59

RECEIVED  
00 FEB 21 PM 1:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*ep100*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB 21 PM 2:59

ARTICLES OF INCORPORATION  
OF  
GAINESVILLE FEET, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GAINESVILLE FEET, INC.

The address of the principal office of this corporation shall be 933 MacArthur Boulevard, Mahwah, New Jersey 07430, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

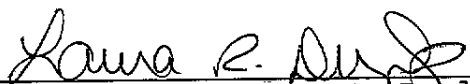
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 21, 2000.

  
Its Agent, Laura R. Dunlap

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB 21 PM 2:59

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

CRL