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CORPORATION ACCOUNT NO.: 072100000032 169692 REFERENCE : **AUTHORIZATION:** COST LIMIT : ORDER DATE : May 31, 2001 ORDER TIME : 9:19 AM ORDER NO. : 169692-005 CUSTOMER NO: 5039704 Donna Wangenstein, Legal Asst CUSTOMER: Footstar Corporation , 933 Macarthur Blvd. Mahwah, NJ 07430 DOMESTIC FILING MELDISCO/CT 2525 EAST NAME: HILLSBOROUGH AVE., FL., INC. EFFECTIVE DATE: 300004338243--8 XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED

01 JUN-1 PM 12: 47

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MELDISCO/CT 2525 EAST HILLSBOROUGH AVE., FL., INC.

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

ARTICLE L. NAME

The name of the corporation shall be:

MELDISCO/CT 2525 EAST HILLSBOROUGH AVE., FL., 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. The purpose is to buy, sell, and generally deal in shoes, hosiery, footwear, apparel and accessories.

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

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 1, 2001.

CORPORATION SERVICE COMPANY

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SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED AHASSEE, FLORIDA

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.

CORPORATION SERVICE COMPANY

Its Agent, Laura R. Dunlap

DMM/jkg