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ACCOUNT NO. : 072100000032

REFERENCE : 418174 5039704

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

FILED
2001 AUG 15 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : August 13, 2001

ORDER TIME : 1:12 PM

ORDER NO. : 418174-025

4000004536684--2

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar, Inc.

One Crosfield Avenue

West Nyack, NY 10994

DOMESTIC FILING

NAME: MELDISCO/CT 770 EDGEWOOD AVE.,
FL., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
01 AUG 15 PM 2:23
DIVISION OF CORPORATION

JS 8/16/01

ARTICLES OF INCORPORATION

OF

MELDISCO/CT 770 EDGEWOOD AVE., FL., INC.

FILED

2001 AUG 15 PM 2:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

MELDISCO/CT 770 EDGEWOOD 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, specifically 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 without 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
830 Bear Tavern Road
West Trenton, New Jersey 08628

ARTICLES VII. ADDITIONAL CLAUSES

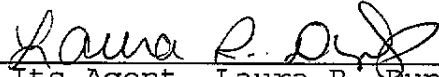
A director shall not be personally liable to the corporation or its stockholders, except that a director shall not be relieved from liability for any breach of duty based upon an act or omission (a) in breach of such directors duty of loyalty to the corporation or its stockholders, (b) not in good faith or involving a knowing violation of the law, or (c) resulting in receipt by such director of an improper personal benefit. The shareholders shall have preemptive rights.

FILED

The undersigned incorporator has executed these
Articles of Incorporation on August 14, 2001.

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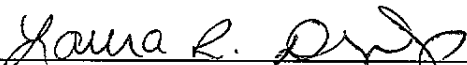
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Its Agent, Laura R. Dunlap

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: 
Its Agent, Laura R. Dunlap

DMM/das