36W80000

ACCOUNT NO. : 072100000032

REFERENCE: 418174 5039704

COST LIMIT: \$ 70.00

ORDER DATE: August 13, 2001

ORDER TIME : 1:13 PM

ORDER NO. : 418174-035

700004536687--2

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst

Footstar, Inc.

One Crosfield Avenue

West Nyack, NY 10994

DOMESTIC FILING

NAME:

MELDISCO/CT 545 SW 16TH ST.,

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

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

FUED

OF

2001 AUG 15 PM 2: 40

MELDISCO/CT 545 SW 16TH ST., FL., INC SECKETARY 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 545 SW 16TH ST., 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.

2001 AUG 15 PM 2: 40

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.

Its Agent, Laura R. Dunla

DMM/das