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ACCOUNT NO. : 072100000032

REFERENCE : 434533 5039704

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 2001

ORDER TIME : 4:02 PM

ORDER NO. : 434533-025

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar, Inc.

One Crosfield Avenue

West Nyack, NY 10994

DOMESTIC FILING

NAME: DESOTO SQUARE MALL FOOTACTION,
INC.

EFFECTIVE DATE:

000004690380--3

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PS 11/21/01

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01 NOV 20 AM 8:44 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DESOTO SQUARE MALL FOOTACTION, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is DESOTO SQUARE MALL FOOTACTION, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is One Crosfield Avenue, West Nyack, NY 10994

THIRD: The number of shares that the corporation is authorized to issue is One Hundred (100) shares, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Corporation Service Company

2711 Centerville Road, Suite 400
Wilmington, DE 19808

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized are as follows:

To buy, sell and generally deal in shoes, hosiery, footwear, apparel and accessories.

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Signed on November 16, 2001.

Corporation Service Company, Incorporator

By: Carol K. Dolor

Name of Officer: Carol K. Dolor

Title of Officer: Assistant Vice President

City of Wilmington
County of New Castle
Dated: November , 2001

WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION
OF

DESOTO SQUARE MALL FOOTACTION, INC.

Under Section 607.0205 of the Florida Business Corporation Act

(Incorporated November , 2001)

The following action is taken this day through this instrument by the incorporator of the above-named corporation:

1. The adoption of the initial Bylaws for the corporation.
2. The election of the following person to serve as the director of the corporation until the first shareholders' meeting at which directors are elected:

R. Shawn Neville

Corporation Service Company, Incorporator

By: Carol K Dolor
Name of Officer: Carol K. Dolor, Asst. V.P.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company, Registered Agent

By: Carol K. Dolor
Name of Officer: Carol K. Dolor
Title of Officer: Assistant Vice President

Date: November 16, 2001

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