

**Electronic Articles of Incorporation
For**

P03000137261
FILED
November 20, 2003
Sec. Of State

GAILS STRIDE RITE STORES OF FLORIDA, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GAILS STRIDE RITE STORES OF FLORIDA, INC

Article II

The principal place of business address:

3538-3544 CLARK ROAD
BENEVA VILLAGE SHOPPING CENTER
SARASOTA, FL. US 34231

The mailing address of the corporation is:

3538-3544 CLARK ROAD
BENEVA VILLAGE SHOPPING CENTER
SARASOTA, FL. US 34231

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1500 SHARES AT \$0.00 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

P03000137261
FILED
November 20, 2003
Sec. Of State

Registered Agent Signature: LYNETTE COLEMAN

Article VI

The name and address of the incorporator is:

CORPORATION SERVICE COMPANY
2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON, DE 19808

Incorporator Signature: LYNETTE COLEMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
WILLIAM J KENNEDY
PO BOX 310
MONROE, CT. 06468 US

Title: D
GAIL A KENNEDY
PO BOX 310
MONROE, CT. 06468 US

Title: D
WILLIAM B KENNEDY
PO BOX 310
MONROE, CT. 06468 US