

P93000061871

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ALTAMONTE THOM MCAN, INC., a Florida corporation, 418316

INTO

ALTAMONTE FOOTACTION, INC., a Florida corporation, P93000061871.

File date: April 8, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

P93000061871



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 319756 5039704

AUTHORIZATION : Patucia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : April 4, 1997

ORDER TIME : 9:20 AM

500002186555--1

ORDER NO. : 319756-005

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst  
Footstar Inc.  
2 Executive Boulevard  
Suite 201  
Suffern, NY 10901

ARTICLES OF MERGER

ALTAMONTE THOM MCAN, INC.

INTO

ALTAMONTE FOOTACTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

4/8

Jon  
Morgan

FILED  
97 APR -8 PM 2:38  
RECEIVED  
97 APR -8 AM 10:35  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

FILED

OF

97 APR -8 PM 2: 38

ALTAMONTE THOM MCAN, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AND

ALTAMONTE FOOTACTION, INC.

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Altamonte Thom McAn, Inc. with and into Altamonte Footaction, Inc. as approved and adopted by written consent of the shareholders of Altamonte Thom McAn, Inc. entitled to vote thereon given on January 3, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Altamonte Footaction, Inc. entitled to vote thereon given on January 3, 1997 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Altamonte Footaction, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on 4/3, 1997

Altamonte Thom McAn, Inc.

By: [Signature]

Name: GERALD BAHLMAN

Title: Vice President.

Altamonte Footaction, Inc.

By: [Signature]

Name: HOMER GERR

Title: SENIOR V.P.

PLAN OF MERGER adopted for Altamonte Thom McAn, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 3, 1997, and adopted for Altamonte Footaction, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 3, 1997. The names of the corporations planning to merge are Altamonte Thom McAn, Inc., a business corporation organized under the laws of the State of Florida, and Altamonte Footaction, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Altamonte Thom McAn, Inc. plans to merge is Altamonte Footaction, Inc.

1. Altamonte Thom McAn, Inc. and Altamonte Footaction, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Altamonte Footaction, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Altamonte Thom McAn, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation, shall, as of the effective date of the merger, be converted into one-half share of the surviving corporation. Each issued share of the surviving corporation existing prior to the effective date of the merger shall be exchanged and shall be converted into one-half share of the surviving corporation as of the effective date of the merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business

Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be the date of filing of the Certificate of Merger with the office of the Secretary of State of the State of Florida.

10. Notwithstanding the approval of the Plan of Merger by the shareholders of the terminating corporation and the surviving corporation, the merger may be abandoned at any time prior to the effective date of the merger by written consent of the board of directors of the terminating corporation and the surviving corporation.