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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 629096 86901D

AUTHORIZATION : Patricia Pizito

COST LIMIT : * ~~70.00~~ 70.00

ORDER DATE : June 29, 1995

ORDER TIME : 12:25 PM

ORDER NO. : 629096

600001527096

CUSTOMER NO: 86901D

CUSTOMER: Ms. Sissy Suarez
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: OCALA FOOTACTION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: _____

FILED
95 JUN 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 30 1995

ARTICLES OF INCORPORATION
OF
OCALA FOOTACTION, INC.

FILED
95 JUN 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, 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 **OCALA FOOTACTION, INC.**

SECOND: The street address, wherever located, of the principal office of the corporation is **c/o Melville Corporation, One Theall Road, Rye, New York 10580.**

The mailing address, wherever located, of the corporation is **c/o Melville Corporation, One Theall Road, Rye, New York 10580.**

THIRD: The number of shares that the corporation is authorized to issue is one hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is **c/o United States Corporation Company, 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.**

The name of the initial registered agent of the corporation at the said registered office is **United States Corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
Athena Amaxas	375 Hudson Street, 11th Floor New York, New York 10014

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

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

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 28, 1995.


Athena Amatas, Incorporator

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.

UNITED STATES CORPORATION COMPANY

By: *Delia Taliento*
Delia Taliento, Assistant Vice-President

Date: June 28, 1995

FILED
95 JUN 29 AM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051061

NOTIFICATION OF ADDRESS CHANGE

Corporate Name:

Ocala FOOTACTION, Inc.
dba FOOTACTION USA # 354
59-3329000

FEIN:

ACCT NUMBER:

P95000051061(6)

Effective June 28, 1996, the above-named corporation's mailing address will change. Please make a note of the new mailing address:

ATTN: Tax Department
7880 Bent Branch Drive, Suite 100
Irving, TX 75063

Thank you for your attention to this change.

updated US 8/2/96