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PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 965102 4320157

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 965102

CUSTOMER NO: 4320157

4000001008004

CUSTOMER: Arthur V. Richards, Esq
MELVILLE CORPORATION

One Theall Road

Rye, NY 10580

DOMESTIC FILING

NAME: TAMPA BAY FOOTACTION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
96 MAY 24 PM 3:19

RECEIVED
96 MAY 24 AM 11:45
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

TAMPA BAY FOOTACTION, INC.

FILED
CLERK OF THE STATE
TAMPA, FLORIDA

26 MAY 26 1981 3:10

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 TAMPA BAY 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 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, 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:

NAME

Janet M. Budhu

ADDRESS

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.

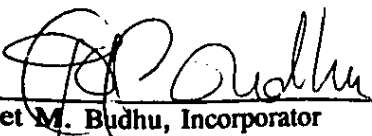
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

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 May 23, 1996.



Janet M. Budhu, 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: May 23, 1996

FILED
U.S. DEPT. OF JUSTICE
RECORDS SECTION
MAY 24 1996