

P96000076055
CORPORATION

CORPORATION(S) NAME

Designer Shoes, Inc.

merging: Designer Shoe of Florida, Inc.

EFFECTIVE DATE
2/3/02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 30 PM 2:18

FILED

DIVISION OF CORPORATION

02 JAN 30 PM 12:17

RECEIVED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/30/02

Order#: 5083969

100004844811--1

-01/30/02--01046--017

*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

DESIGNER SHOE OF FLORIDA, INC., a Florida corp. P96000076055
,

INTO

DESIGNER SHOES, INC., a Georgia entity not qualified in Florida.

File date: January 30, 2002, effective February 3, 2002

Corporate Specialist: Annette Ramsey

EXHIBIT A

PLAN OF MERGER OF DESIGNER SHOE OF FLORIDA, INC. WITH AND INTO DESIGNER SHOES, INC.

Pursuant to the provisions of Section 14-2-1103 *et seq.* of the Georgia Business Corporation Code and Section 607.1104 *et seq.* of the Florida 1989 Business Corporation Act, the Board of Directors of DESIGNER SHOES, INC., a Georgia corporation ("**Designer Shoes**") (sometimes referred to as the "**Surviving Corporation**"), and the Board of Directors of DESIGNER SHOE OF FLORIDA, INC., a Florida corporation (the "**Merging Corporation**", and, together with Designer Shoes, sometimes collectively referred to herein as the "**Constituent Corporations**"), have approved the merger of the Merging Corporation with and into Designer Shoes with Designer Shoes continuing as the surviving corporation, upon the terms and subject to the conditions set forth herein (the "**Merger**").

ARTICLE I THE MERGER

1.1 **Surviving Corporation.** In accordance with the provisions of this Plan of Merger (the "**Plan**"), the Georgia Business Corporation Code and the Florida Business Corporation Act (collectively, the "**Acts**"), at the Effective Time (as defined in Section 1.6 below), the Merging Corporation shall be merged with and into Designer Shoes and Designer Shoes shall be the surviving corporation and shall continue its corporate existence under the laws of the State of Georgia. At the Effective Time, the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall succeed, insofar as permitted by law, to all of the rights, assets, liabilities, and obligations of the Merging Corporation.

1.2 **Articles of Incorporation.** The Articles of Incorporation of Designer Shoes, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as permitted by law.

1.3 **Bylaws.** The bylaws of Designer Shoes, as in effect immediately prior to the Effective Time, shall be the bylaws (the "**Bylaws**") of the Surviving Corporation until thereafter amended as permitted by law.

1.4 **Directors and Officers.** The directors and officers of Designer Shoes immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

1.5 Effective Time. Upon the terms and subject to the conditions hereof, the parties hereto will cause the Merger to be consummated by filing Articles Merger with the Georgia Secretary of State and with the Florida Department of State, each in such form as required by, and executed in accordance with, the Acts. The Merger shall become effective as of 12:02 A.M., Atlanta, Georgia time, February 3, 2002 (the "Effective Time").

ARTICLE II STOCK CONVERSION

2.1 Stock of Merging Corporation. All of the issued and outstanding capital stock of the Merging Corporation is owned by Designer Shoes. Solely by virtue of the Merger, each share of capital stock outstanding immediately prior to the Effective Time shall be canceled, and all rights with respect thereto shall cease to exist, without any conversion thereof.

2.2 Designer Shoes Stock. At the Effective Time of the Merger, each outstanding share of capital stock of Designer Shoes shall not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as a share of stock of the Surviving Corporation.

2.3 Surrender of Share Certificates. The shareholders of the Merging Corporation will surrender the certificates representing shares of the Merging Corporation and after the Effective Time such shares will be canceled.

ARTICLE III GENERAL

3.1 Termination and Abandonment. At any time prior to the filing of the Articles of Merger with the Georgia Secretary of State and the Florida Department of State by the Surviving Corporation, this Plan may be terminated and the Merger abandoned by the Board of Directors of either of the Constituent Corporations.

3.2 Amendment. This Plan may be amended, modified, or supplemented at any time prior to the filing of the Articles of Merger with the Georgia Secretary of State and the Florida Department of State by the Board of Directors of each of the Constituent Corporations; provided, however, that this Plan may not be amended in any manner that, in the judgment of the Board of Directors of either one of the Constituent Corporations, would have a material adverse effect on the rights of its shareholders or in any manner not permitted under the Acts.

EFFECTIVE DATE
2/3/02

**ARTICLES OF MERGER
OF DESIGNER SHOE OF FLORIDA, INC.
WITH AND INTO
DESIGNER SHOES, INC.**

Designer Shoes, Inc. (the "Company"), a corporation organized under the laws of Georgia, hereby submits these Articles of Merger for the purpose of merging Designer Shoe of Florida, Inc., a corporation organized under the laws of Florida and the wholly owned subsidiary of the Company (the "Merging Corporation"), into the Company (the "Merger"):

FILED
02 JAN 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The Plan of Merger set forth on Exhibit A attached hereto was duly approved as of the 28th day of January, 2002, in the manner prescribed by law by the board of directors of Designer Shoes for itself and as the sole shareholder of the Merging Corporation.

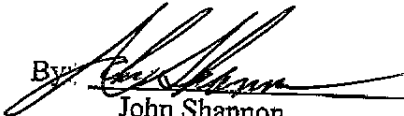
II. The Merger is permitted by the law of the state of incorporation of each foreign entity which is a party to the Merger.

III. Each foreign entity which is a party to the Merger has complied or shall comply with the applicable laws of its state of incorporation in effecting the Merger.

IV. These Articles of Merger shall become effective as of 12:02 A.M., Atlanta, Georgia time, February 3, 2002.

As of the 28th day of January, 2002. -

DESIGNER SHOES, INC.

By: 
John Shannon,
President