

A-64413 ✓

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

ELMER BEGLEY, SECRETARY

### FOREIGN CORPORATION DEPARTMENT

I, *ELMER BEGLEY*, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of  
certificate of agreement of merger of EM-JOHN SHOES OF BISCAYNE PLAZA INC.  
et al, including ROYCE SHOES OF KENTUCKY INC. (a Delaware corporation)  
merging into

~~XXXX~~ MERIT SHOE CO., INC.  
Name of Corporation

a corporation of the State of DELAWARE, with home  
Name of State  
office at Wilmington, Delaware; have or has been filed in  
Address  
my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State,  
this 4th day of September 19 69

*Elmer Begley*

Secretary of State

By

*Mary R. Selby*

Assistant Secretary of State.



SECRETARY OF STATE

AGREEMENT OF MERGER

110-0000 CK

AGREEMENT OF MERGER, dated this 12th day of August, 1969, pursuant to Kentucky Section 251 of the General Corporation Law of the State of Delaware, between MERIT SHOE CO., INC., a Delaware corporation (hereinafter sometimes referred to as the "surviving corporation"), and EN-JOIE SHOES OF BISCAYNE PLAZA INC., EN-JOIE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANTANA, EN-JOIE SHOES INC. OF NORTHGATE, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVELAND INC., ROYCE SHOES OF EASTERN NORTH CAROLINA INC., ROYCE SHOES OF ILLINOIS INC., ROYCE SHOES OF INDIANA INC., ROYCE SHOES OF IOWA INC., ROYCE SHOES OF KENTUCKY INC., ROYCE SHOES OF MAINE INC., ROYCE SHOES OF MARYLAND INC., ROYCE SHOES OF MASSACHUSETTS INC., ROYCE SHOES OF NORTHERN GEORGIA INC., ROYCE SHOES OF SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TENNESSEE INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC. and SHOES OF SOUTHINGTON INC., all Delaware corporations (hereinafter sometimes referred to as the "constituent corporations").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, said MERIT SHOE CO., INC., by its certificate of incorporation which was filed in the office of the Secretary of State on September 17, 1924, and recorded in the office of the Recorder of Deeds for the County of New Castle on September 18, 1924, has, by virtue of an amendment contained in the Agreement of Merger between Merit Shoe Co., Inc. and Tuttle-Scott Stores, Inc. filed in the office of the Secretary of State on June 29, 1956 and recorded in the office of Recorder of Deeds for the County of New Castle on June 29, 1956, an authorized capital stock consisting of one thousand twenty-five (1025) shares of common stock only, each with a par value of One Hundred Dollars (\$100), of which capital stock one thousand twenty-five (1025) shares are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, the aforesaid constituent corporations filed their respective certificates of incorporation in the office of the Secretary of State and recorded same in the office of the Recorder of Deeds for the County of New Castle on the dates indicated below:

Date of Filing in the Office of  
the Secretary of State and in the  
Office of the Recorder of Deeds

Name of Corporation

En-Joie Shoes of Biscayne Plaza Inc.	May 10, 1961
En-Joie Shoes of Fort Lauderdale Inc.	January 17, 1961
En-Joie Shoes Inc. of Jacksonville	November 2, 1960
En-Joie Shoes Inc. of Lantana	October 7, 1960
En-Joie Shoes Inc. of Northgate	September 26, 1960
En-Joie Shoes Inc. of Windsor Locks	December 23, 1960
Royce Shoes of Cleveland Inc.	October 6, 1961
Royce Shoes of Eastern North Carolina Inc.	September 8, 1961
Royce Shoes of Illinois Inc.	December 23, 1960
Royce Shoes of Indiana Inc.	February 10, 1961
Royce Shoes of Iowa Inc.	December 1, 1960
Royce Shoes of Kentucky Inc.	April 26, 1961
Royce Shoes of Maine Inc.	September 20, 1961
Royce Shoes of Maryland Inc.	December 9, 1960
Royce Shoes of Massachusetts Inc.	April 7, 1961
Royce Shoes of Northern Georgia Inc.	December 4, 1961
Royce Shoes of South Carolina Inc.	December 11, 1961
Royce Shoes of Southern Georgia Inc.	September 12, 1961
Royce Shoes of Tennessee Inc.	August 12, 1960
Royce Shoes of Torrington Inc.	December 23, 1960
Royce Shoes of Vermont Inc.	September 8, 1961
Royce Shoes of Virginia Inc.	October 13, 1961
Royce Shoes of Western North Carolina Inc.	September 8, 1961
Shoes of Southington Inc.	July 20, 1961; and

WHEREAS, each of the constituent corporations, except ROYCE SHOES OF TENNESSEE INC., has an authorized capital stock consisting of ten (10) shares of common stock only, each with a par value of One Hundred Dollars (\$100), of which capital stock ten (10) shares are now issued and outstanding; and

WHEREAS, ROYCE SHOES OF TENNESSEE INC. has an authorized capital stock consisting of five hundred (500) shares of common stock only, each with a par value of One Hundred Dollars (\$100), of which capital stock five hundred (500) shares are now issued and outstanding; and

WHEREAS, the registered office of said MERIT SHOE CO., INC. in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of the aforesaid merged corporations in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company:

NOW, THEREFORE, the corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: MERIT SHOE CO., INC. hereby merges into itself the following constituent corporations;

EN-JOIE SHOES OF DISCAYNE PLAZA INC.  
EN-JOIE SHOES OF FORT LAUDERDALE INC.  
EN-JOIE SHOES INC. OF JACKSONVILLE  
EN-JOIE SHOES INC. OF LANIANA  
EN-JOIE SHOES INC. OF NORTHGATE  
EN-JOIE SHOES INC. OF WINDSOR LOCKS  
ROYCE SHOES OF CLEVELAND INC.  
ROYCE SHOES OF EASTERN NORTH CAROLINA INC.  
ROYCE SHOES OF ILLINOIS INC.  
ROYCE SHOES OF INDIANA INC.  
ROYCE SHOES OF IOWA INC.  
ROYCE SHOES OF KENTUCKY INC.  
ROYCE SHOES OF MAINE INC.  
ROYCE SHOES OF MARYLAND INC.  
ROYCE SHOES OF MASSACHUSETTS INC.  
ROYCE SHOES OF NORTHERN GEORGIA INC.  
ROYCE SHOES OF SOUTH CAROLINA INC.  
ROYCE SHOES OF SOUTHERN GEORGIA INC.  
ROYCE SHOES OF TENNESSEE INC.  
ROYCE SHOES OF TORRINGTON INC.  
ROYCE SHOES OF VERMONT INC.  
ROYCE SHOES OF VIRGINIA INC.  
ROYCE SHOES OF WESTERN NORTH CAROLINA INC.  
SHOES OF SOUTHINGTON INC.,

and said constituent corporations shall be and hereby are merged into MERIT SHOE CO., INC., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of MERIT SHOE CO., INC., as heretofore amended and as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

Each share of common stock of each constituent corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be surrendered for cancellation upon the effective date of merger. All of the outstanding shares of each of the constituent corporations and all of the outstanding shares of the surviving corporation are owned by the same parent corporation.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on August 30, 1969.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of each constituent corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and each constituent corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and each constituent corporation respectively. Each constituent corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of each constituent corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each constituent corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of each constituent corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto, and the corporate seal affixed.

MERIT SHOE CO., INC.

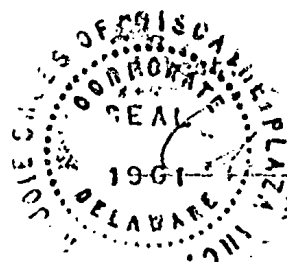
By *Dean Heubert*  
Vice President



*L. A. ...*  
Assistant Secretary

EN-JOIE SHOES OF BISCAYNE PLAZA INC.

By *Dean Heubert*  
Vice President



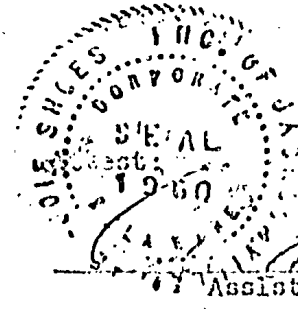
*L. A. ...*  
Assistant Secretary



By Dean Heath  
Vice President

[Signature]  
Assistant Secretary

EN-JOIE SHOES INC. OF JACKSONVILLE



By Dean Heath  
Vice President

[Signature]  
Assistant Secretary

EN-JOIE SHOES INC. OF LANFANA



By Dean Heath  
Vice President

[Signature]  
Assistant Secretary

EN-JOIE SHOES INC. OF NORTHGATE



By Dean Heath  
Vice President

[Signature]  
Assistant Secretary

EN-JOIE SHOES INC. OF WINDSOR LOCKS



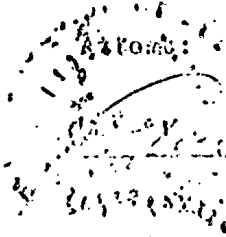
By Dean Heath  
Vice President

[Signature]  
Assistant Secretary

ROYCE SHOES OF CLEVELAND INC.

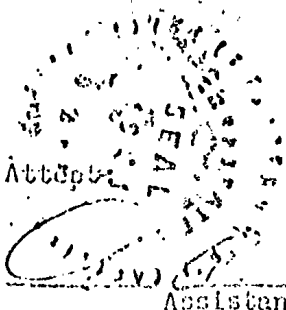
By Dean Heath  
Vice President

ROYCE SHOES OF CLEVELAND INC.  
INCORPORATED 1961  
DELAWARE



[Signature]  
Assistant Secretary

By Dean Haulton  
Vice President



ROYCE SHOES OF EASTERN NORTH CAROLINA INC.  
CORPORATE SEAL  
DELAWARE  
1961

Attest: [Signature]  
Assistant Secretary

ROYCE SHOES OF ILLINOIS INC.  
INCORPORATED 1960  
DELAWARE

ROYCE SHOES OF ILLINOIS INC.

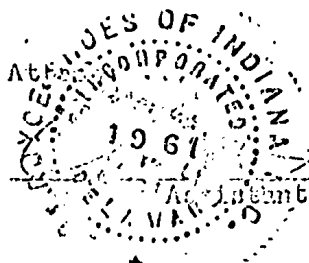
By Dean Haulton  
Vice President



Attest: [Signature]  
Assistant Secretary

ROYCE SHOES OF INDIANA INC.

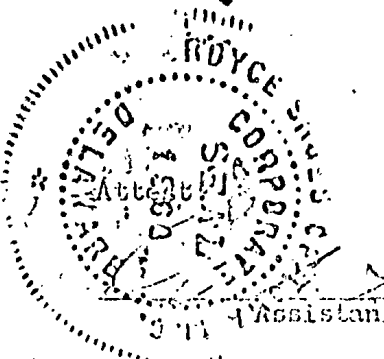
By Dean Haulton  
Vice President



Attest: [Signature]  
Assistant Secretary

ROYCE SHOES OF IOWA INC.

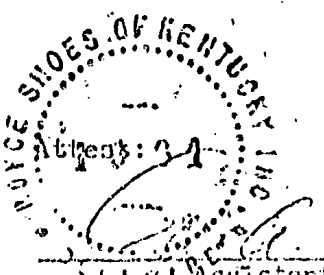
By Dean Haulton  
Vice President



Attest: [Signature]  
Assistant Secretary

ROYCE SHOES OF KENTUCKY INC.

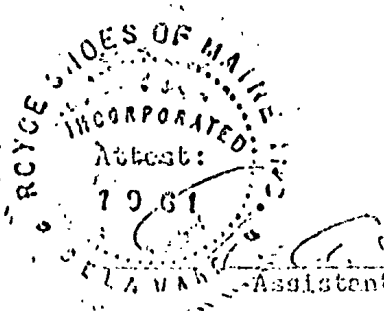
By Dean Haulton  
Vice President



Attest: [Signature]  
Assistant Secretary

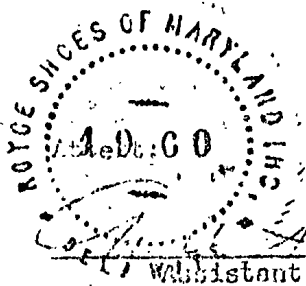
ROYCE SHOES OF MAINE INC.

By Dean Haulton  
Vice President



Attest: [Signature]  
Assistant Secretary

ROYCE SHOES OF MARYLAND INC.



By Dean Heath  
Vice President

C. O. ...  
Assistant Secretary

ROYCE SHOES OF MASSACHUSETTS INC.



By Dean Heath  
Vice President

A. L. ...  
Assistant Secretary

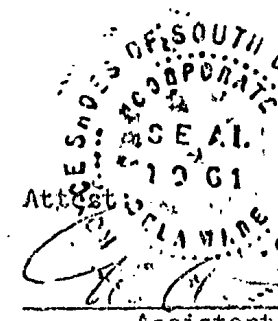
ROYCE SHOES OF NORTHERN GEORGIA INC.



By Dean Heath  
Vice President

...  
Assistant Secretary

ROYCE SHOES OF SOUTH CAROLINA INC.



By Dean Heath  
Vice President

...  
Assistant Secretary

ROYCE SHOES OF SOUTHERN GEORGIA INC.



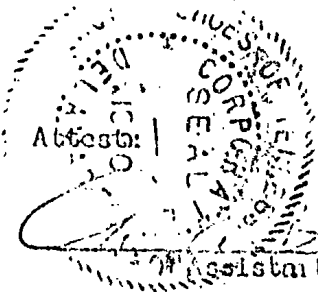
By Dean Heath  
Vice President

...  
Assistant Secretary



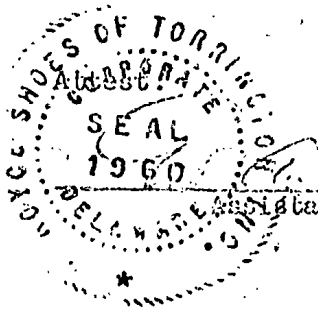
ROYCE SHOES OF TENNESSEE INC.

By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

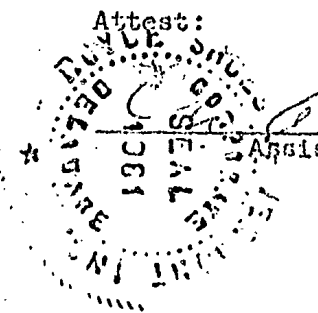
ROYCE SHOES OF TORRINGTON INC.

By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

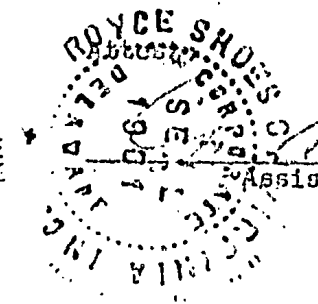
ROYCE SHOES OF VERMONT INC.

By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

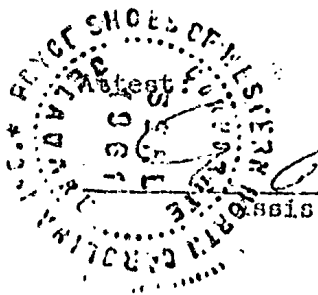
ROYCE SHOES OF VIRGINIA INC.

By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

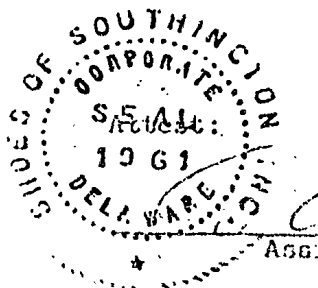
ROYCE SHOES OF WESTERN NORTH CAROLINA INC.

By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

SHOES OF SOUTHLINGTON INC.

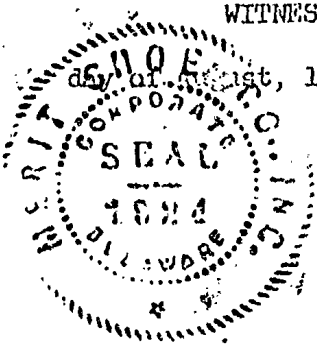
By Dean Heath  
Vice President

Attest:  
  
A. L. Larkin  
Assistant Secretary

I, N. A. SMEDIRA, Assistant Secretary of MERIT SHOE CO., INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of EN-JOIE SHOES OF BISCAYNE PLAZA INC., EN-JOIE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANTANA, EN-JOIE SHOES INC. OF NORTHGATE, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVELAND INC., ROYCE SHOES OF EASTERN NORTH CAROLINA INC., ROYCE SHOES OF ILLINOIS INC., ROYCE SHOES OF INDIANA INC., ROYCE SHOES OF IOWA INC., ROYCE SHOES OF KENTUCKY INC., ROYCE SHOES OF MAINE INC., ROYCE SHOES OF MARYLAND INC., ROYCE SHOES OF MASSACHUSETTS INC., ROYCE SHOES OF NORTHERN GEORGIA INC., ROYCE SHOES OF SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TENNESSEE INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHLINGTON INC., corporations of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding one thousand twenty-five (1025) shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said MERIT SHOE CO., INC. and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said MERIT SHOE CO., INC. on this 12th

day of August, 1969.

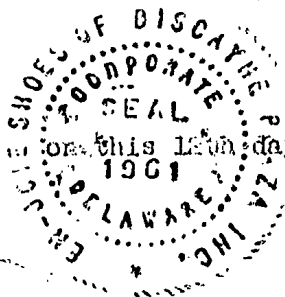


*N. A. Smedira*  
Assistant Secretary

I, N. A. SMEDIRA, Assistant Secretary, respectively, of EN-JOIE SHOES OF BISCAYNE PLAZA INC., EN-JOIE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANTANA, EN-JOIE SHOES INC. OF NORTHGATE, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVELAND INC., ROYCE SHOES OF EASTERN NORTH CAROLINA INC., ROYCE SHOES OF ILLINOIS INC., ROYCE SHOES OF INDIANA

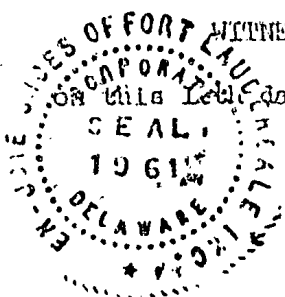
INC., ROYCE SHOES OF IOWA INC., ROYCE SHOES OF KENTUCKY INC., ROYCE SHOES OF MAINE INC., ROYCE SHOES OF MARYLAND INC., ROYCE SHOES OF MASSACHUSETTS INC., ROYCE SHOES OF NORTHERN GEORGIA INC., ROYCE SHOES OF SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TENNESSEE INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHWINGTON INC., each corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of each of the said corporations, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of each of the said corporations, and having been signed on behalf of MERIT SHOE CO., INC., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding ten (10) shares of the capital stock of each of the corporations (except with respect to ROYCE SHOES OF TENNESSEE INC. in which case the Agreement of Merger was duly adopted by the unanimous written consent of the stockholders holding five hundred (500) shares of the capital stock of said corporation) same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said EN-JOIE SHOES OF BISCAYNE PLAZA INC., EN-JOIE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANTANA, EN-JOIE SHOES INC. OF NORTHGATE, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVELAND INC., ROYCE SHOES OF EASTERN NORTH CAROLINA INC., ROYCE SHOES OF ILLINOIS INC., ROYCE SHOES OF INDIANA INC., ROYCE SHOES OF IOWA INC., ROYCE SHOES OF KENTUCKY INC., ROYCE SHOES OF MAINE INC., ROYCE SHOES OF MARYLAND INC., ROYCE SHOES OF MASSACHUSETTS INC., ROYCE SHOES OF NORTHERN GEORGIA INC., ROYCE SHOES OF SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TENNESSEE INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHWINGTON INC., and the duly adopted agreement and act of each of the said corporations.

WITNESS my hand and the seal of said EN-JOIE SHOES OF BISCAYNE PLAZA INC.



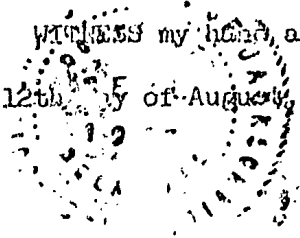
on this 12th day of August, 1969.

*A. P. Lueders*  
Assistant Secretary



WITNESS my hand and the seal of said EN-JOIE SHOES OF FORT LAUDERDALE INC. on this 12th day of August, 1969.

*A. P. Lueders*  
Assistant Secretary



WITNESS my hand and the seal of said EN-JOIE SHOES INC. OF JACKSONVILLE on this 12th day of August, 1969.

*A. P. Lueders*  
Assistant Secretary



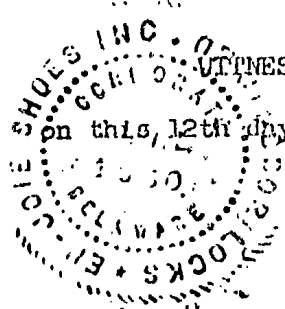
WITNESS my hand and the seal of said EN-JOIE SHOES INC. OF LAFAYETTE on this 12th day of August, 1969.

*A. P. Lueders*  
Assistant Secretary



WITNESS my hand and the seal of said EN-JOIE SHOES INC. OF NORTHGATE on this 12th day of August, 1969.

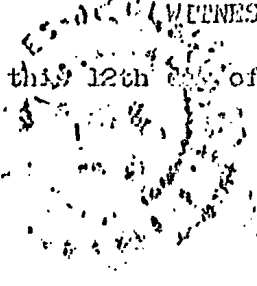
*A. P. Lueders*  
Assistant Secretary



WITNESS my hand and the seal of said EN-JOIE SHOES INC. OF WINDSOR LOCKS on this 12th day of August, 1969.

*A. P. Lueders*  
Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF CLEVELAND INC. on this 12th day of August, 1969.

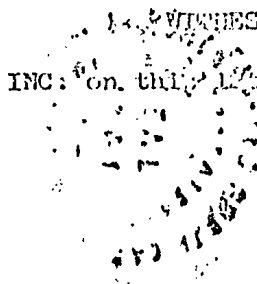


ROYCE SHOES OF CLEVELAND INC.  
INCORPORATED 1961  
DELAWARE

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF EASTERN NORTH CAROLINA INC. on this 12th day of August, 1969.

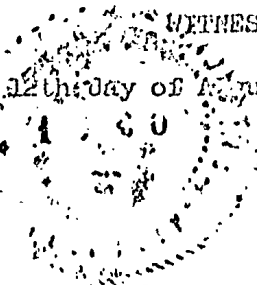


ROYCE SHOES OF EASTERN NORTH CAROLINA INC.  
CORPORATE SEAL  
DELAWARE  
1961

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF ILLINOIS INC. on this 12th day of August, 1969.



ROYCE SHOES OF ILLINOIS INC.  
INCORPORATED 1960  
DELAWARE

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF INDIANA INC. on this 12th day of August, 1969.

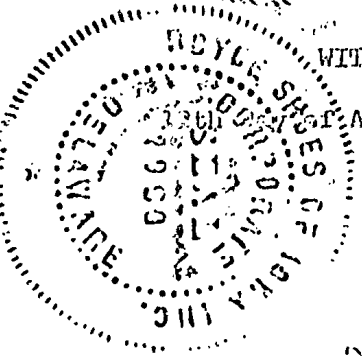


ROYCE SHOES OF INDIANA INC.  
INCORPORATED 1961  
DELAWARE

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF IOWA INC. on this 12th day of August, 1969.



ROYCE SHOES OF IOWA INC.  
INCORPORATED 1961  
DELAWARE

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF KENTUCKY INC. on this 12th day of August, 1969.



ROYCE SHOES OF KENTUCKY INC.  
INCORPORATED 1961  
DELAWARE

*A. A. L...*

Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF MAINE INC. on this 12th day of August, 1969.



ROYCE SHOES OF MAINE INC.  
INCORPORATED 1961  
DELAWARE

*A. A. L...*

Assistant Secretary



WITNESS my hand and the seal of said ROYCE SHOES OF MARYLAND INC. on this 10th day of August, 1969.

G. A. Lueders  
Assistant Secretary



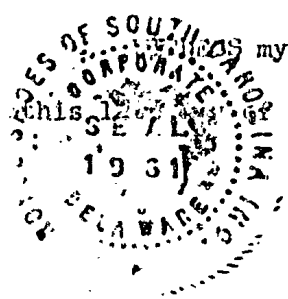
WITNESS my hand and the seal of said ROYCE SHOES OF MASSACHUSETTS INC. on this 11th day of August, 1969.

G. A. Lueders  
Assistant Secretary



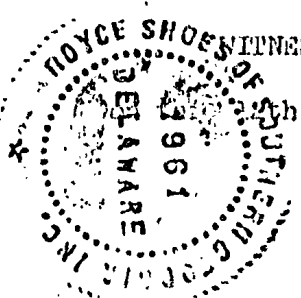
WITNESS my hand and the seal of said ROYCE SHOES OF NORTHERN GEORGIA INC. on this 12th day of August, 1969.

G. A. Lueders  
Assistant Secretary



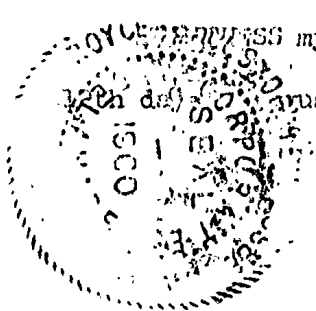
WITNESS my hand and the seal of said ROYCE SHOES OF SOUTH CAROLINA INC. on this 12th day of August, 1969.

G. A. Lueders  
Assistant Secretary



WITNESS my hand and the seal of said ROYCE SHOES OF SOUTHERN GEORGIA INC. on this 12th day of August, 1969.

G. A. Lueders  
Assistant Secretary



WITNESS my hand and the seal of said ROYCE SHOES OF TENNESSEE INC. on this 12th day of August, 1969.

G. A. Lueders  
Assistant Secretary



WITNESS my hand and the seal of said ROYCE SHOES OF TORRINGTON INC. on this 12th day of August, 1969.

G. A. Lueders  
Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF VERMONT INC. on this 12th day of August, 1969.



A. A. Lueder  
Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF VIRGINIA INC. on this 12th day of August, 1969.



A. A. Lueder  
Assistant Secretary

WITNESS my hand and the seal of said ROYCE SHOES OF WESTERN NORTH CAROLINA INC. on this 12th day of August, 1969.



A. A. Lueder  
Assistant Secretary

WITNESS my hand and the seal of said SHOES OF SOUTHLINGTON INC. on this 12th day of August, 1969.



A. A. Lueder  
Assistant Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the Assistant Secretary of each corporate party thereto, the Vice President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger with the corporate seals of their respective corporations, as the respective act, deed and agreement of each of said corporations, on this 12th day of August, 1969.

ROYCE SHOES CO., INC.



A. A. Lueder  
Assistant Secretary

[Signature]  
Vice President

EN-JOIE SHOES OF BISCAYNE PLAZA INC.

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary

EN-JOIE SHOES OF FORT LAUDERDALE INC.

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary

EN-JOIE SHOES INC. OF JACKSONVILLE

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary

EN-JOIE SHOES INC. OF LANTANA

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary

EN-JOIE SHOES INC. OF NORTHGATE

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary

EN-JOIE SHOES INC. OF WINDSOR LOCKS

By Dean Haulton  
Vice President



Lucia  
Assistant Secretary



ROYCE SHOES OF CLEVELAND INC.  
INCORPORATED  
1961 - DELAWARE

ROYCE SHOES OF CLEVELAND INC.

By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

ROYCE SHOES OF EASTERN NORTH CAROLINA INC.

ROYCE SHOES OF EASTERN NORTH CAROLINA INC.  
CORPORATE SEAL  
1961 - DELAWARE

By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

ROYCE SHOES OF ILLINOIS INC.

ROYCE SHOES OF ILLINOIS INC.  
INCORPORATED  
1960 - DELAWARE

By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

ROYCE SHOES OF INDIANA INC.

By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

ROYCE SHOES OF IOWA INC.

By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

ROYCE SHOES OF KENTUCKY INC.

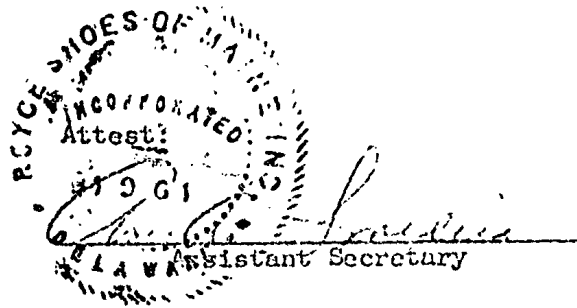
By Dean Heath  
Vice President

Attest:

G. A. Sullivan  
Assistant Secretary

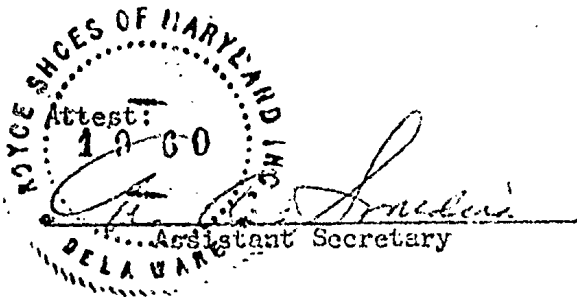
ROYCE SHOES OF MAINE INC.

By *Dean Heath*  
Vice President



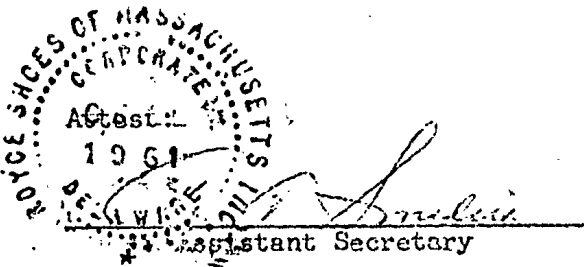
ROYCE SHOES OF MARYLAND INC.

By *Dean Heath*  
Vice President



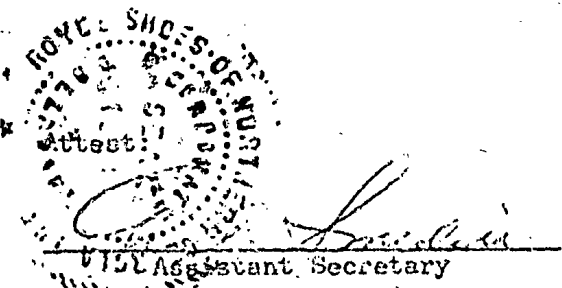
ROYCE SHOES OF MASSACHUSETTS INC.

By *Dean Heath*  
Vice President



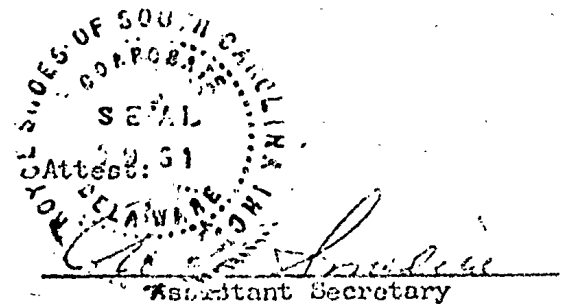
ROYCE SHOES OF NORTHERN GEORGIA INC.

By *Dean Heath*  
Vice President



ROYCE SHOES OF SOUTH CAROLINA INC.

By *Dean Heath*  
Vice President



ROYCE SHOES OF SOUTHERN GEORGIA INC.

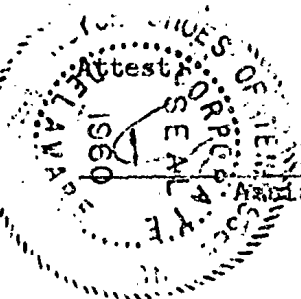
By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

ROYCE SHOES OF TENNESSEE INC.

By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

ROYCE SHOES OF TORRINGTON INC.

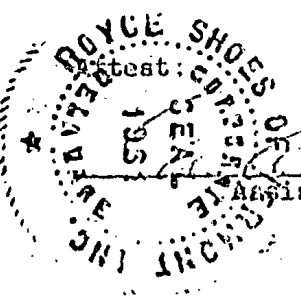
By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

ROYCE SHOES OF VERMONT INC.

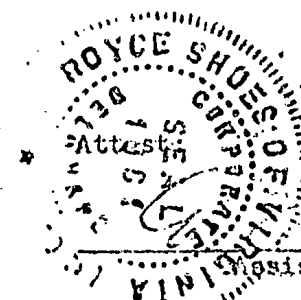
By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

ROYCE SHOES OF VIRGINIA INC.

By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

ROYCE SHOES OF WESTERN NORTH CAROLINA INC.

By Dean Heath  
Vice President



[Signature]  
Assistant Secretary

SHOES OF SOUTHINGTON INC.

By Dean Haulton  
Vice President



[Signature]  
Assistant Secretary

STATE OF NEW YORK :  
: ss.  
COUNTY OF BROOME :

BE IT REMEMBERED that on this 12th day of August, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, DEAN HAULTON, Vice President of MERIT SHOE CO., INC., a corporation of the State of Delaware, and he duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Agreement of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

[Signature]  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF BROOME :

BE IT REMEMBERED that on this 12th day of August, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, DEAN HAULTON, Vice President, respectively, of EN-JOIE SHOES OF BISCAYNE PLAZA INC., EN-JOIE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANPANA, EN-JOIE SHOES INC. OF NORWICH, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVELAND INC., ROYCE SHOES OF EASTERN NORTH CAROLINA INC., ROYCE SHOES OF ILLINOIS INC., ROYCE SHOES OF INDIANA INC., ROYCE SHOES OF IOWA INC., ROYCE SHOES OF KENTUCKY INC., ROYCE SHOES OF MAINE INC., ROYCE SHOES OF MARYLAND INC., ROYCE

SHOES OF MASSACHUSETTS INC., ROYCE SHOES OF NORTHERN GEORGIA INC., ROYCE SHOES OF SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TENNESSEE INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHLINGTON INC., each a corporation of the State of Delaware, and he duly executed said Agreement of Merger before me and acknowledged the said Agreement of Merger to be his act and deed and the act and deed of each of said corporations and the facts stated therein are true; and that the seals affixed to said Agreement of Merger and attested by the Assistant Secretary of each of said corporations is the common or corporate seal of each of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public



# State of Delaware



## Office of Secretary of State

*J. Eugene Bunting, Secretary of State of the State of Delaware,*

do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "EN-JOIE SHOES OF BISCAYNE PLAZA INC.", "EN-JOIE SHOES OF FORT LAUDERDALE INC.", "EN-JOIE SHOES INC. OF JACKSONVILLE", "EN-JOIE SHOES INC. OF LANTANA", "EN-JOIE SHOES INC. OF NORTHGATE", "EN-JOIE SHOES INC. OF WINDSOR LOCKS", "ROYCE SHOES OF CLEVELAND INC.", "ROYCE SHOES OF EASTERN NORTH CAROLINA INC.", "ROYCE SHOES OF ILLINOIS INC.", "ROYCE SHOES OF INDIANA INC.", "ROYCE SHOES OF IOWA INC.", "ROYCE SHOES OF KENTUCKY INC.", "ROYCE SHOES OF MAINE INC.", "ROYCE SHOES OF MARYLAND INC.", "ROYCE SHOES OF MASSACHUSETTS INC.", "ROYCE SHOES OF NORTHERN GEORGIA INC.", "ROYCE SHOES OF SOUTH CAROLINA INC.", "ROYCE SHOES OF SOUTHERN GEORGIA INC.", "ROYCE SHOES OF TENNESSEE INC.", "ROYCE SHOES OF TORRINGTON INC.", "ROYCE SHOES OF VERMONT INC.", "ROYCE SHOES OF VIRGINIA INC.", "ROYCE SHOES OF WESTERN NORTH CAROLINA INC.", and the "SHOES OF SOUTHLINGTON INC.", merging with and into the "MERIT SHOE CO., INC.", under the name of "MERIT SHOE CO., INC.", as received and filed in this office the twenty-seventh day of August, A.D. 1969, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-seventh day  
of August in the year of our Lord  
one thousand nine hundred and sixty-nine.

*Eugene Bunting*

Secretary of State

*R. A. Caldwell*

Asst. Secretary of State

**C T CORPORATION SYSTEM INC.**

MAIN PLACE TOWER  
BUFFALO, NEW YORK 14202  
(716) 852-6162

October 21, 1971

RE: MERIT SHOE CO., INC. (Ky. Fgn.) F-0854  
- merger of Kirby's Shoe Stores of Texas Inc., not qualified in your state -

Secretary of State  
Corporation Department  
State Capitol Building  
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel, we enclose for filing on behalf of the above corporation, which is authorized to do business in your state:

certified copy of Certificate of Merger

Please forward the usual evidence of filing to this office.

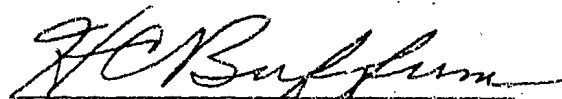
Check in payment of the required fees is enclosed.

Yours very truly,

C T CORPORATION SYSTEM

dt  
Enc.  
Chk.# 3164 -\$10.

By



H. Curtiss Buffum  
Assistant Vice-President

Counsel:

Nicholas A. Smedira, Secy. & Csl.  
Endicott Johnson Corporation  
Endicott, New York 13760