Commonwealth of Figure Department of State



# Office of Secretary of State

KLMER BEGLEY, SKORSTARY

### FOREIGN CORPORATION DEPARTMENT

I, ELMER BEO of Kentucky, hereby	GLEY, Secretary of St certify that certified co	tate of the Commonwealth
certificate of agreeme	nt of maryer of EM-Joll. 2	SHOES OF BISCAYNE PLAZA INC
et al, including ROYCE	SHOES OF KENTUCKY INC.	(a Deloware corporation)
merging into		
COSO MERIT SHUE CO. I	NC •	
office at wilmington.  my office. This corp  the Commonwealth	poration has complied 1	with home ave or has been filed in with the existing laws of some authorized to transactions imposed by law.
	this 4th day of s	September 19 69  Secretary of State,  Secretary of State

AGREEMENT OF MERCER, dated this 12th day of August, 1969, TRACARNET OF MERCERY Section 251 of the General Corporation Law of the State of Delaware, between 127:114

MERIT SHOE CO., INC., a Delaware corporation (hereinafter sometimes referred to as the "surviving corporation"), and EN-JOIE SHOES OF BISCAYNE PIAZA INC., EN-JOIE SHOES OF FORT LAUDENDAIE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF WINDSOR INC. OF IANTANA, 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., HOYCE 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 SOUTH CAROLINA INC., ROYCE SHOES OF SOUTHERN GEORGIA INC., ROYCE SHOES OF TORRINGTON INC., ROYCE SHOES OF VERNONT 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

September 8, 1961

July 20, 1961; and

#### Name of Corporation

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

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

· Royce Shoes of Western North Carolina Inc.

Shoes of Southington Inc.

MHERMAS, ROYCE SHOES OF TENHESSES ITC. has an authorized capital stock consisting of five hundred (500) shares of common stock only, each with a per value of One Hundred Dollars (\$100), of which capital stock five hundred (500) shares are now issued and outstending; 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 BISCAYNE PIAZA INC.

EN-JOIE SHOES OF FORT LAUDERDALE INC.

EN-JOIE SHOES INC. OF JACKSONVILLE

EN-JOIE SHOES INC. OF LANDANA

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 COUTHERN GEORGIA INC.

ROYCE SHOES OF TENNEUSEE INC.

ROYCE SHOES OF TORRINGTON INC.

ROYCE SHOES OF VERSIONT INC.

ROYCE SHOES OF VIRGINIA INC.

ROYCE SHOES OF WESTERN MORTH CAROLINA INC.

SHOES OF SOUPHINGTON 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 outed 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 WIEREOF, 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.

lice President

EN-JOIE CHOES OF BISCAYNE PLAZA INC.

Deares

Vice President

ssistant Secretary

'Assistant' Secretary

EM-JOJE SHOES OF FORT INDESENDALE INC. EN-JOIE SHOES INC. OF JACKSONVILLE lce President EN-JOTE SHOES INC. OF LAMEANA ice President EN-JOIE SHOES INC. OF MORPHGATE Vice President Stant Secretary EN-JOIE SHOES INC. OF WINDSOR LOCKS Vice President istant Secretary ROYCE . SHOES OF CLEVELAND INC. ROYCE SHOES OF CLEVELAND INC. INCORPORATED 1961 DELAWARE

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ROYCE SHOES OF MARYLAND INC.

By Dear Heals-Vice President

ROYCE SHOES OF MASSACHUSETTS INC.

ROYCE SHOES OF NORTHERN GEORGIA INC.

ROYCE SHOES OF SOUTH CAROLINA INC.

By Dear

ROYCE SHOES OF SOUTHERN GEORGIA INC.

ssignant Secretary

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ROYCE SHOES OF TENNESSEE INC.

By Done Vice President ROYCE SHOES OF TORRINGTON INC. ROYCE SHOES OF VERMONT INC. ROYCE SHOES OF VIRGINIA INC. sistant Secretary ROYCE SHOES OF WESTERN NORTH CAROLINA INC. By Den Jan Vice President SHOES OF SOUTHINGTON INC. By Dear - Lieb Vice President

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 PIAZA 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 CLEVE-LAND 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., HOYCE SHOES OF MARYIAND 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., 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

t, 1969.

A - white the Constitution

I, N. A. SMEDIRA, Assistant Secretary, respectively, of EN-JOIE SHOES OF BISCAYNE PIAZA 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 MORPHERN 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 CAROLLINA INC., and SHOES OF SOUTHINGTON INC., each corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the scal 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 PIAZA INC., EN-JOTE SHOES OF FORT LAUDERDALE INC., EN-JOTE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF IANTANA, 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 SPOES 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 CHORCIA 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 VERBONT INC., NOYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHINGTON 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 PIAZA INC.

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on this little day of August, 1969.	
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my hand and the seal o	f said ROYCE SHOES OF SOUTH CAROLINA INC. on
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Australia and the seal of said ROYCE SHOES OF VERMONT INC. on this

O YCE SMITNESS my hand and the seal of said ROYCE SHOES OF VIRGINIA INC. on this

Ith day, of languat, 1969.

SINCES WITNESS my hand and the seal of said ROYCE SHOES OF WESTERN KORTH CAROLINA

Assistant Secretary

With day of August, 1969.

WITNESS my hand and the seal of said SHOES OF SOUTHINGTON INC. on this to Laugust, 1969.

SEAL 2 1961 Assistant Secretary

THE ABOVE AGREEMENT OF MERCER, having been executed on behalf of each comporate party thereto, and having been adopted separately by each comporate party thereto, is accordance with the provisions of the General Comporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the Assastant Personary of each comporate party thereto, the Vice President of each comporate party thereto, the said Agreement of Merger and the Assastant Personal of each composate party thereto does now hereby attest the said Agreement of Merger and the Assastant Personal of Merger while the composate party thereto does now hereby attest the said Agreement of Merger than the composate scale of their respective composations, as the respective art. Seed and agreement of each of said comporations, on this 12th day of Agreet, 1969.

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Assentant Secretary

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#### SHOES OF SOUTHINGTON INC.

STATE OF NEW YORK

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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.

STATE OF NEW YORK

COUNTY OF BROOME

BE IT HEMEMBERED 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-JOHE SHOES OF BISCAYNE PIAZA INC., EN-JOHE SHOES OF FORT LAUDERDALE INC., EN-JOIE SHOES INC. OF JACKSONVILLE, EN-JOIE SHOES INC. OF LANDANA, EN-JOIE SHOES INC. OF NORTHGATE, EN-JOIE SHOES INC. OF WINDSOR LOCKS, ROYCE SHOES OF CLEVEIAND 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 SHORS 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 TERRINGTON INC., ROYCE SHOES OF VERMONT INC., ROYCE SHOES OF VIRGINIA INC., ROYCE SHOES OF WESTERN NORTH CAROLINA INC., and SHOES OF SOUTHINGTON 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

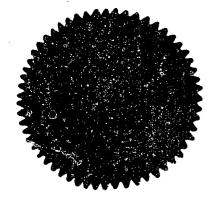


# Office of Secretary of State.

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

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 INDIANA INC.", "ROYCE SHOES OF INDIANA INC.", "ROYCE SHOES OF MAINE 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 TERNESSEE 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 SOUTHINGTON 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 c'clock A.M.

In Cestimony	Mhereuf,	I have hereunto set my hand
and official sea	lat Dover	I have hereunto set my hand twenty-seventh day
of	August	in the year of our Lord
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Secretary of State

RX Edghell

### 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.

Rν

H. Curtiss Buffum

Assistant Vice-President

Counsel:

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