

A-64413 ✓

Commonwealth of Kentucky

Department of State



Office of Secretary of State

KENNETH F. HARPER, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, KENNETH F. HARPER, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

certificate of ownership of MERIT SHOE CO., INC. (Delaware) merging KIRBY'S
SHOE STORES OF TEXAS, INC. (Texas) into:

of MERIT SHOE CO., INC.
Name of Corporation

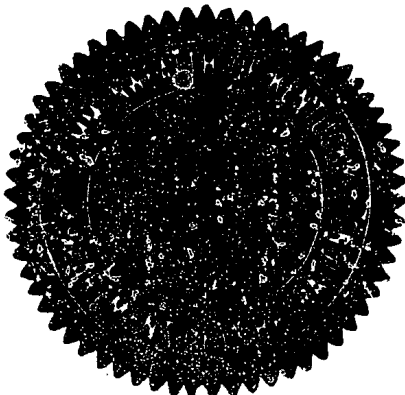
a corporation of the State of DELAWARE, with home
Name of State
office at Wilmington, Delaware; have or has been filed in
Address

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 25th day of October 19 71.

Kenneth F. Harper
Secretary of State

By Paula F. Begley
Assistant Secretary of State.



SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

KIRBY'S SHOE STORES OF TEXAS, INC.

INTO

MERIT SHOE CO., INC.

SECRETARY OF STATE

RECEIVED
10 28 1971

OCT 28 1971

Commonwealth of Kentucky

MERIT SHOE CO., INC., a corporation organized and existing
under the laws of Delaware,

5 125189

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the
17th day of September, 1924, pursuant to the General Corporation Law
of the State of Delaware.

SECOND: That this corporation owns all of the outstanding
shares of the stock of Kirby's Shoe Stores of Texas, Inc., a corporation
incorporated on the 12th day of March, 1952, pursuant to the Texas
Business Corporation Act.

THIRD: That this corporation, by the following resolutions
of its Board of Directors, duly adopted by the unanimous written consent
of its members, filed with the minutes of the board, on the 8th day
of September, 1971, determined to and did merge into itself said
Kirby's Shoe Stores of Texas, Inc.:

RESOLVED, that Merit Shoe Co., Inc. merge, and
it hereby does merge into itself said Kirby's Shoe
Stores of Texas, Inc., and assumes all of its
obligations; and

FURTHER RESOLVED, that the merger shall be
effective upon the date of filing with the
Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officers of
this corporation be and they hereby are directed
to make and execute, under the corporate seal of
this corporation, a Certificate of Ownership and
Merger setting forth a copy of the resolutions to
merge said Kirby's Shoe Stores of Texas, Inc. and
assume its liabilities and obligations, and the
date of adoption thereof, and to cause the same
to be filed with the Secretary of State and a
certified copy in the office of the Recorder of
Deeds of New Castle County and to do all acts
and things whatsoever, whether within or without
the State of Delaware, which may be in anywise
necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Merit Shoe Co., Inc. has caused
this certificate to be signed by Donald R. Ferriter, its Vice President,
and attested by H. A. Smedira, its Secretary, this 9th day of
September, 1971.

MERIT SHOE CO., INC.

By Donald R. Ferriter
Vice President

ATTEST:

By H. A. Smedira
Secretary

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 Ownership of the "MERIT SHOE CO., INC.", a corporation organized and
existing under the laws of the State of Delaware, merging "KIRBY'S SHOE STORES OF
TEXAS, INC.", a corporation organized and existing under the laws of the State of
Texas, pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the fifteenth day of September, A.D. 1971, at
10 o'clock A.M.

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

Eugene Bunting

Secretary of State

R. N. Caldwell

Asst Secretary of State

THE CORPORATION TRUST COMPANY

CT
Trust

ASSOCIATED WITH C T CORPORATION SYSTEM.

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	DENVÉR, COLO.	HOUSTON
JERSEY CITY	LOS ANGELES	MINNEAPOLIS
NEW YORK	PHILADELPHIA	PITTSBURGH
PORTLAND, ME.	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

NEW YORK 5. N.Y.
120 BROADWAY
RECTOR 2-6000

July 9, 1956

RE: MERIT SHOE CO., INC.

Secretary of State
Frankfort, Kentucky

Attention: Corporation Department

Dear Sir:

We enclose a certified copy of an agreement of merger merging TUTTLE-SCOTT STORES, INC. into the above named company. We also enclose our check for \$10.00. Would you please file the certified copy and send us the usual evidence thereof.

Very truly yours,

THE CORPORATION TRUST COMPANY

By

George A. Van Pelt
George A. Van Pelt

mcp
enc.

ok

