

Commonwealth of Kentucky
Trey Grayson
Secretary of State

Certificate of Dissolution

**EDWARD M. ZERHUSEN
207 THOMAS MORE PARKWAY
CRESTVIEW HILLS, KY 41017**

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

GOODY'S 2 SHOES, INC.

did not file its 2006 annual report within sixty days after it was due. Accordingly, the Secretary of State administratively dissolved the company on November 2nd, 2006.



IN WITNESS THEREOF, I have
hereunto set my hand and affixed my
official seal this 2nd day of
November, 2006.



Trey Grayson
Secretary of State