

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

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Trey Grayson, Secretary of State

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Trey Grayson
Secretary of State
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Certificate of Existence

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,

SPENCER FACTORY OUTLET SHOE MART, LLC

has eliminated all the grounds for dissolution, paid all fees and penalties owed to the Secretary of State, and met all other requirements for reinstatement. The Secretary of State hereby cancels the certificate of dissolution issued on November 3, 2009. The effective date of reinstatement is January 6, 2011.

I further certify that SPENCER FACTORY OUTLET SHOE MART, LLC is a limited liability company duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of organization is May 14, 2007, and whose period of duration is perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 6th day of January, 2011.



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Trey Grayson
Secretary of State
Commonwealth of Kentucky
0664335



Trey Grayson
Secretary Of State
Filings Division
P.O. Box 718
Frankfort, KY 40602-0718

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IMPORTANT NOTICE

NOTICE

Keep this copy for your records

The image on the reverse side of this card serves as your confirmation and copy that the business filing submitted was successfully filed with the Office of the Secretary of State in accordance to Kentucky Revised Statutes.

How to obtain a full page copy of your business filing

To download full page copies of the document to take to the County Clerk's Office, please visit our web site at www.sos.ky.gov/online.htm. If you would like to request copies of the document from our office, please download the Records Request Form at www.sos.ky.gov/business/records and submit to our Records department.

If you have additional questions concerning your filing, please contact our office at 502-564-3490.

**SPENCER FACTORY OUTLET SHOE MART,
LLC
143 EAST COURT STREET
PRESTONSBURG KY 41653**