

F08000000339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

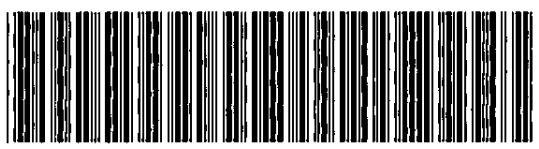
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200115743142

RECEIVED
09 JAN 24 PM 4: 11
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 24 AM 11: 25

gf 1/25/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 349762 7620714

AUTHORIZATION :

Liquidation

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 2007

ORDER TIME : 3:24 PM

ORDER NO. : 349762-425

CUSTOMER NO: 7620714

FOREIGN FILINGS

NAME: BROWN SHOE COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 24 AM 11:25

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Brown Shoe Company, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York

(State or country under the law of which it is incorporated)

3.

43-0197190

(FEI number, if applicable)

4. 01/02/1913

(Date of incorporation)

5.

perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8300 Maryland Avenue, St. Louis, MO 63105

(Principal office address)

8300 Maryland Avenue, St. Louis, MO 63105

(Current mailing address)

8. wholesale shoe sales

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

08 JAN 24 AM 11:25

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Signature Corp VP

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JAN 24 AM 11:25

A. DIRECTORS

Chairman: Ronald Fromm

Address: 8300 Maryland Avenue, St. Louis, MO 63105

Director: Diane M. Sullivan
~~Vice Chairman~~

Address: 8300 Maryland Avenue, St. Louis, MO 63105

Director: Patrick McGinnis

Address: 8300 Maryland Avenue, St. Louis, MO 63105

Director: Patricia G. McGinnis

Address: 8300 Maryland Avenue, St. Louis, MO 63105

B. OFFICERS

President: Diane Sullivan

Address: 8300 Maryland Avenue, St. Louis, MO 63105

Vice President: Robert Stadler, Jr.

Address: 8300 Maryland Avenue, St. Louis, MO 63105

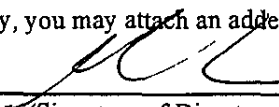
Secretary: Michael I. Oberlander

Address: 8300 Maryland Avenue, St. Louis, MO 63105

Treasurer: Mark E. Hood

Address: 8300 Maryland Avenue, St. Louis, MO 63105

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Michael I. Oberlander, Senior Vice President, General Counsel and Corporate Secretary
(Typed or printed name and capacity of person signing application)

Brown Shoe Company, Inc.

The business address for all Directors and Officers is: 8300 Maryland Avenue, St. Louis,
MO 63105

Directors

Joseph L. Bower

Julie C. Esrey

Carla Hendra (12/1/05)

Ward M. Klein (03/08/07)

Steven W. Korn

Michael F. Neidorff

Hal J. Upbin

Officers:

William J. Berberich, Jr.

Ronald Fromm

Douglas W. Koch

Richard C. Schumacher

Vice President, Taxes and Assistant Secretary

Chairman of the Board and Chief Executive Officer

Senior Vice President and Chief Talent Officer

Senior Vice President and Chief Accounting Officer
and Assistant Secretary

11:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 24 AM 11:25

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of BROWN SHOE COMPANY, INC. was filed on 01/02/1913, under the name of BROWN SHOE COMPANY, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BROWN SHOE COMPANY, INC., changing its name to BROWN GROUP, INC., was filed 01/14/1972.

A Certificate of Amendment BROWN GROUP, INC., changing its name to BROWN SHOE COMPANY, INC., was filed 05/27/1999.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of January
two thousand and eight.*

Daniel Shapiro
Special Deputy Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 24 AM 11:25