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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/11/99--01053--022
*****70.00 *****70.00

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*****8.75 *****8.75

CORPORATION(S) NAME

Weiss and Neuman Shoe Co.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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06/11/99

JUN 11 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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**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. Weiss and Neuman Shoe Co.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Missouri 3. 43-0577980
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 22, 1926 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1209 Washington Avenue, St. Louis, Missouri 63103

(Current mailing address)

8. See attached Exhibit A.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
M.S. Green
(Registered agent's signature) (Officer)
M.S. GREEN, Asst. Secy.
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. *Peter A. Edison*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter A. Edison, President
(Typed or printed name and capacity of person signing application)

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EXHIBIT "A"

The Corporation is formed for the following purposes:

- (1) To buy, sell, manufacture and otherwise deal in ladies', mens' and childrens' shoes, slippers, shoe accessories, boots, rubbers, all kinds of footwear, findings, hosiery, purses, handbags and similar merchandise; and to acquire, furnish and operate stores and leased departments for the sale of such merchandise.
- (2) To buy, own, sell, exchange and lease real estate and to mortgage and encumber the same, and to erect, manage, care for and maintain, extend and alter buildings and improvements thereon.
- (3) To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, and in particular, lands, leaseholds, shares of stock, mortgages, notes, bonds and other securities, including its own shares of stock, notes, bonds and securities.
- (4) To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels real or other property of the company, real or personal.
- (5) To issue bonds, notes and debentures secured by mortgage or mortgages upon property of this company or otherwise and to sell the same; to borrow money, make and issue its bonds, notes, debentures or other evidence of indebtedness whether secured by mortgage, pledge or otherwise.
- (6) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, notes and other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds or other obligations.
- (7) To purchase, hold and reissue the shares of its capital stock.
- (8) To do everything necessary, suitable and proper for the accomplishment of any of the purposes and powers hereinabove set forth, either alone or in association with other corporations, firms or individuals or as principal or agent, and to do every and all acts and things incidental to or growing out of or connected with the aforesaid purposes, objectives and powers not inconsistent with the laws of the State of Missouri.

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EXHIBIT "B"

OFFICERS

Peter A. Edison, President
1209 Washington Avenue
St. Louis, Missouri 63103

Lawrence L. Spanley, Secretary
1209 Washington Avenue
St. Louis, Missouri 63103

DIRECTORS

Peter A. Edison, Sole Director
1209 Washington Avenue
St. Louis, Missouri 63103

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

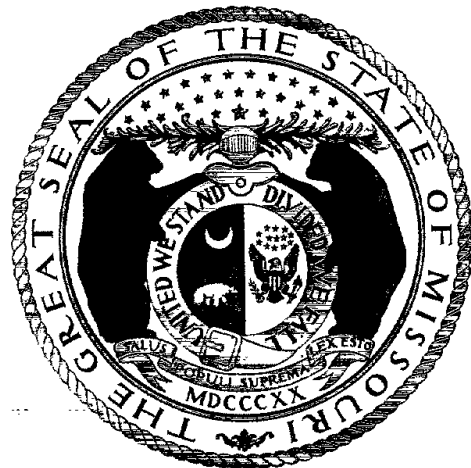
I, REBECCA MCDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

WEISS AND NEUMAN SHOE CO.

was incorporated under the laws of this State on the 22nd day of OCTOBER, 1926, and is in good standing having fully complied with all requirements of this office.

In testimony whereof, I have set my hand and imprinted the Great Seal of the State of Missouri, on this, the 8th day of JUNE, 1999.

Rebecca McDowell Cook
Secretary of State



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