

# F99000003014

01 MAR 26 PM 12:52  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requester's Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

**WEISS AND NEUMAN SHOE CO.**  
 2815 Scott Avenue  
 St. Louis, MO 63103-3032

Office Use Only

**CORPORATION**

**NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

*NC  
3-30-01  
DAS*

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

100003909781--0  
 -03/26/01--01118--006  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**FILED**  
01 MAR 26 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. WEISS AND NEUMAN SHOE CO  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: MISSOURI
3. Date authorized to do business in Florida: JULY 1999

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

YES

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

BAKERS FOOTWEAR GROUP, INC

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_

Lawrence L. Spanley Jr  
LAWRENCE L. SPANLEY, JR.

Signature Secretary  
Name and Title

March 17, 2001

Date

No. 00046342

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE RECORDS

BAKERS FOOTWEAR GROUP, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in 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 MARCH, 2001.

*Matt Blunt*

Secretary of State



No. 00046342

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT

WHEREAS,

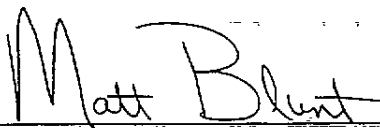
BAKERS FOOTWEAR GROUP, INC.

Formerly,

WEISS AND NEUMAN SHOE CO.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of FEBRUARY, 2001.

  
Secretary of State

\$25.00





State of Missouri  
Rebecca McDowell Cook, Secretary of State

Corporations Division  
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center  
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Amendment of Articles of Incorporation  
(To be submitted in duplicate)

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Weiss and Neuman Shoe Co.

The name under which it was originally organized was Weiss and Neuman Shoe Co.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on February 16, 2001 month/day/year

3. Article Number One is amended to read as follows:  
First - The name of the corporation is: Bakers Footwear Group, Inc.

(If more than one article is to be amended or more space is needed attach additional pages)

4. Of the 1,693,244.92 shares outstanding, 1,693,244.92 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	Number of Outstanding Shares
A	1,693,244.92

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
A	1,693,244.92	-0-

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

N/A

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

N/A

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

N/A

IN WITNESS WHEREOF, the undersigned, Peter A. Edison, CEO

~~President~~

has executed this instrument and its

Vice President

Secretary, Lawrence L. Spanley has affixed its corporate seal hereto and

~~Secretary of Assistant Secretary~~

attested said seal on February 16, 2001 month/day/year

Place  
CORPORATE SEAL  
Here  
(If no seal, state "None.")

WEISS AND NEUMAN SHOE CO.  
Name of Corporation

ATTEST:

Lawrence L. Spanley  
Secretary of Assistant Secretary  
Lawrence L. Spanley, Secretary

By Peter A. Edison  
~~President~~  
Peter A. Edison, CEO

FILED

FEB 21 2001

State of Missouri }  
County of St. Louis } ss

Matt Blunt  
SECRETARY OF STATE

I, JOA F DAVIS, A Notary Public, do hereby certify that on February 16, 2001 month/day/year

personally appeared before me Peter A. Edison  
who, being by me first duly sworn, declared that he/she is the CEO  
of Weiss and Neuman Shoe Co.  
that he/she signed the foregoing documents as CEO of the corporation, and that the  
statements therein contained are true.

(Notarial Seal or Stamp)

Jo F Davis  
Notary Public

My commission expires 2-16-03

My County of Commission ST. LOUIS