

10-13-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
09 19 96

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
09 12 96

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

10/13/1998 TTOM11 00000109 132534 2079237

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 50.00 CH

File OK

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1797 FRAME: 0680

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Linda M. Rurka

Name of Person Signing

Linda M Rurka
Signature

10-2-98

Date Signed

ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF
 FOOTACTION, INC.

FILED
 In the Office of the
 Secretary of State of Texas
 SEP 19 1996
 Corporations Section

Pursuant to the provisions of Art. 4.01-4.06 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is FOOTACTION, INC. The date of adoption is 9-12-96.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on

The amendment alters or changes Article One of the original Articles of Incorporation and the Article is hereby amended to read as follows:

ARTICLE ONE. The name of the corporation is FOOTSTAR CORPORATION.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 100 and the number of shares entitled to vote thereon was 100.

ARTICLE FOUR. The number of shares voted for such amendment was 100 and the number of shares voted against such amendment was none.

Dated:

BY Maureen Richards
 Title of Officer:
 Vice President



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that Articles of Incorporation of

**FOOTSTAR, CORPORATION
CHARTER NO. 372765**

were filed in this office and a certificate of incorporation was issued on

DECEMBER 29, 1975;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and the corporation is still in existence.

IT IS FURTHER CERTIFIED, that a diligent search of the records of this office reveals that the following described documents are on file as of this date for such corporation:

**ARTICLES OF INCORPORATION
RESTATED ARTICLES OF INCORPORATION
ASSUMED NAME CERTIFICATE**

**DECEMBER 29, 1975
MARCH 1, 1976
AUGUST 17, 1984**

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 26, 1996.



**Antonio O. Garza, Jr.
Secretary of State**

DAE

**TRADEMARK
REEL: 1797 FRAME: 0683**



The State of Texas

SECRETARY OF STATE

Continued From Page One

CHANGE OF REGISTERED OFFICE AND/OR AGENT
ASSUMED NAME CERTIFICATE
ARTICLES OF MERGER
ARTICLES OF AMENDMENT
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT

SEPTEMBER 4, 1984
AUGUST 30, 1985
NOVEMBER 5, 1991
NOVEMBER 5, 1991
OCTOBER 19, 1992
JUNE 23, 1992
SEPTEMBER 19, 1996



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 26, 1996.

Antonio O. Garza, Jr.
Secretary of State

DAE

TRADEMARK
REEL: 1797 FRAME: 0684

PR-30.31 (7/96)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

To: Secretary of State

Date: 9/23/96

Name of Corporation

MEL SHOE CORPORATION

ID# TF-1120870 AA7

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merge of the above named corporation, into FOOTSTAR CORPORATION (TX) - If filed on or before 12/23/96.

Certificate and fee are attached.

Filed by: Davis, Polk & Wardwell
450 Lexington Avenue
New York NY 10017

Director, Processing Division

By *Franco Ballige*

White-Department of State

Yellow-Department of State

Pink-Taxpayer

CERTIFICATE OF MERGER

OF

MEL SHOE CORPORATION

WITH AND INTO

FOOTSTAR CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Maureen Richards and Gerald Bahlman, being respectively the Vice President and the Assistant Secretary of MEL SHOE CORPORATION and Donald F. Roach and Maureen Richards, being respectively the Vice President and the Assistant Secretary of FOOTSTAR CORPORATION hereby certify:

1. (a) The name of each constituent corporation is as follows:

(i) Mel Shoe Corporation, a New York corporation (hereinafter "Mel Shoe"); and

(ii) Footstar Corporation (originally formed under the name "Footaction, Inc."), a Texas corporation (hereinafter "Footstar").

(b) The name of the surviving corporation is Footstar Corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

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<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Shares entitled to Vote as a Class or Series</u>
Mel Shoe	10 shares of Common Stock	10 shares of Common Stock	10 shares of Common Stock
Footstar	100 shares of Common Stock	100 shares of Common Stock	100 shares of Common Stock

3. The merger was adopted by Mel Shoe, the constituent New York domestic corporation, with the approval of its board of directors and by the written consent of Footaction Center Inc., the sole shareholder.

4. The merger is permitted by the laws of the jurisdiction of the constituent foreign corporation and is in compliance therewith. Footstar, the constituent foreign corporation, has complied with the applicable provisions of the laws of the State of Texas under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is Footstar Corporation, a corporation of the State of Texas, incorporated on the 29th day of December, 1975, and which filed its application for authority to do business in the State of New York on the 25th day of November, 1992, and which was formerly named "Footaction, Inc."

6. The date when the certificate of incorporation of Mel Shoe was filed by the New York Department of State was the 12th day of December, 1995.

7. Footstar agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation, and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special

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proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 933 MacArthur Boulevard, Mahwah, New Jersey 07430. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. Footstar agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of the constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

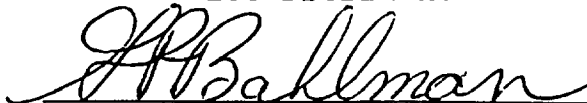
9. The merger shall be effective on September 29, 1996.

IN WITNESS WHEREOF, we have signed this certificate of merger on September 24, 1996 and we affirm the statements contained therein as true under penalties of perjury.

MEL SHOE CORPORATION

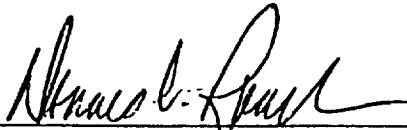


Name: Maureen Richards
Title: Vice President

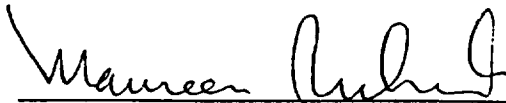


Name: Gerald Bahlman
Title: Assistant Secretary

FOOTSTAR CORPORATION



Name: Donald F. Roach
Title: Vice President



Name: Maureen Richards
Title: Assistant Secretary

IN WITNESS WHEREOF, this guaranty letter has been duly executed on behalf of Footstar Corporation.

Footstar Corporation

By: *Ralph Parks*

Name: **Ralph Parks**

Title: **President**

/dpw/cw/043/12700/142/COR96/nygtyfc

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Certificate of Merger
of
MEL SHOE CORPORATION
AND
FOOTSTAR CORPORATION

Under Section 907 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 24 1996
TAX \$ _____
BY: DSC
 NY

Filed by:
Davis Polk & Wardwell
450 Lexington Avenue
New York NY 10017

Effectiveness 9/29/96
AA

7 960924000516



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for **MEL SHOE CORPORATION**, a **NEW YORK** corporation, and **FOOTSTAR CORPORATION**, a **TEXAS** corporation, for which a Certificate of Merger was issued on **SEPTEMBER 24, 1996**; that according to the terms of the Merger the surviving entity is **FOOTSTAR CORPORATION**, a **TEXAS** corporation.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 10, 1996.



Antonio O. Garza, Jr.
Secretary of State

PH

TRADEMARK
REEL: 1797 FRAME: 0692

ARTICLES OF MERGER
 OF
 MEL SHOE CORPORATION
 WITH AND INTO

In the Office of
 Secretary of State
 SEP 24 1996
 CORPORATE SERVICES

FOOTSTAR CORPORATION (FORMERLY NAMED FOOTACTION, INC.)

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

1. The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Mel Shoe Corporation ("Mel Shoe")	New York
Footstar Corporation (formerly named Footaction, Inc.) ("Footstar")	Texas

2. Footstar was incorporated in Texas on December 29, 1975 under the name "Footaction, Inc." Pursuant to an amendment to its certificate of incorporation filed on September 19, 1996, Footaction, Inc.'s name was changed to "Footstar Corporation."

3. The surviving corporation in the merger shall be Footstar Corporation.

4. The plan of merger is set forth as Exhibit A.

5. The plan of merger was duly approved by the shareholders of each corporation as follows:

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each such class or series entitled to vote as a class on such plan are as follows:

Entitled to Vote as a Class

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Mel Shoe	10	Common Stock	10
Footstar	100	Common Stock	100

As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of each such class voted for and against the plan respectively, are as follows:

Number of Shares

Entitled to Vote as a Class

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Mel Shoe	10	0	Common Stock	10	0
Footstar	100	0	Common Stock	10	0

6. As to Mel Shoe, the foreign corporation that is a party to the plan of merger, the approval of the plan of merger was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

7. The merger shall be effective on September 29, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned corporations on September 24, 1996.

MEL SHOE CORPORATION

By Maureen Richards

Name: Maureen Richards
Title: Vice President

FOOTSTAR CORPORATION

By Donald V. Roach

Name: Donald V. Roach
Title: Vice President

Exhibit A

AGREEMENT AND PLAN OF MERGER, dated as of September 29, 1996 between Mel Shoe Corporation, a New York corporation ("Mel Shoe") and Footstar Corporation, a Texas corporation formerly named Footaction, Inc. ("Footstar").

WHEREAS, the Boards of Directors of each of Mel Shoe and Footstar have determined that it is advisable that Mel Shoe be merged with and into Footstar (the "Merger"), on the terms and subject to the conditions contained herein and in accordance with the Business Corporation Law of the State of New York and the Texas Business Corporation Act of the State of Texas.

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, Mel Shoe and Footstar hereby agree as follows:

ARTICLE I

THE MERGER

SECTION 1.1. The Merger. At the Effective Time (as defined in Section 1.2), Mel Shoe shall be merged with and into Footstar, the separate corporate existence of Mel Shoe shall cease, and Footstar shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 1.2. Effective Time of the Merger. The Merger shall become effective on September 29, 1996 (the "Effective Time").

SECTION 1.3. Certificate of Incorporation and By-laws. The Certificate of Incorporation of Footstar, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of Footstar, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such By-laws.

SECTION 1.4. Directors and Officers. The directors of Footstar immediately prior to the Effective

Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, and the officers of Footstar immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

Section 1.5. Effect of Merger on Outstanding Shares. At the Effective Time, without any further action on the part of any holder, (i) each share of common stock of Footstar issued and outstanding immediately prior to the Effective Time shall be converted into and become one share of common stock of the Surviving Corporation with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Corporation, and (ii) each share of common stock of Mel Shoe issued and outstanding immediately prior to the Effective Time shall be cancelled and the holder of such share of common stock of Mel Shoe shall receive no consideration of any kind in respect of such cancelled share.

ARTICLE II

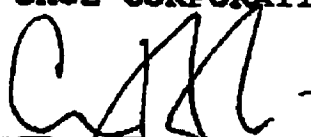
GENERAL PROVISIONS

SECTION 2.1. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York applicable to contracts executed in and performed in that State.


SECTION 2.2. Counterparts. This Agreement may be executed in one or more counterparts (including by facsimile transmission), and by different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

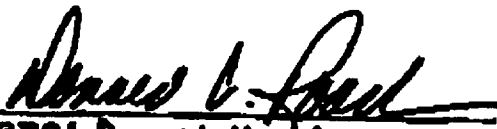
MEL SHOE CORPORATION

By 
Name: Carlos E. Alberini
Title: Vice President

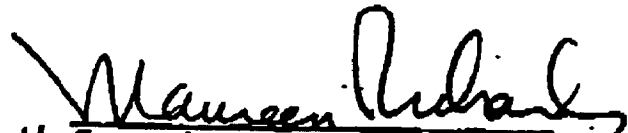
ATTEST:


Secretary

FOOTSTAR CORPORATION

By 
Name: Donald V. Roach
Title: Vice President

ATTEST:


Asst Secretary