

08-30-2000



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
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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
06 06 1994

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

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)

- Individual General Partnership Limited Partnership Corporation Association
 - Other
- 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.)

Citizenship/State of Incorporation/Organization

08/30/2000 DWGUYEN 0000006 1833385

FOR OFFICE USE ONLY

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40.00 DP

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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: 002127 FRAME: 0179

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1833385"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

John Michael Harlow
Name of Person Signing

John Michael Harlow
Signature

7-28-2000
Date Signed

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

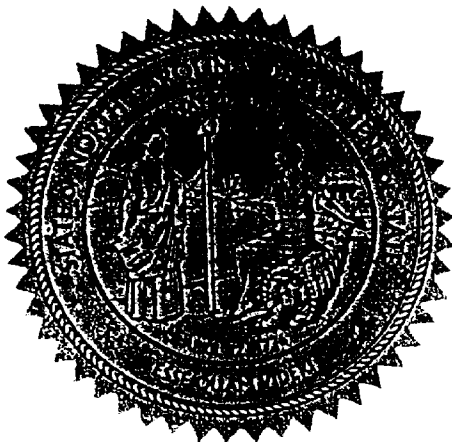
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**LERNER SHOES, INC.
WHICH CHANGED ITS NAME TO
RACK ROOM SHOES, INC.**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of November, 1999.

Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002127 FRAME: 0181

94 157 9045

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LERNER SHOES, INC.

James Y. Preston
Parker, Poe, Adams & Bernstein I
2500 Charlotte Plaza
Charlotte, NC 28244
Telephone: 704/372-9000

FILED
9:00 AM

JUN 06 1994

LERNER SHOES, INC., a North Carolina corporation, hereby amends its Articles of Incorporation as follows:

RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

1. The name of the corporation is LERNER SHOES, INC.
2. The text of the amendment adopted is as follows:

Article I of the Articles of Incorporation of Lerner Shoes, Inc. shall be amended by rewriting the same to read as follows:

"I

The name of the Corporation is RACK ROOM SHOES, INC."

3. The amendment was adopted on March 24, 1994.

4. The amendment was approved by the sole shareholder of the corporation. Common stock is the only outstanding class of stock of the corporation. There are a total of 792 outstanding shares. The number of shares voted for the amendment was 792, and the number of shares voted against the amendment was 0.

IN WITNESS WHEREOF, LERNER SHOES, INC. has caused these Articles of Amendment to be properly executed on the 28th day of MARCH, 1994.

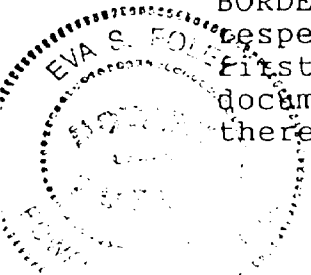
LERNER SHOES, INC.

By: [Signature]
President
Gene Bordeaux

Attest: [Signature]
Assistant Secretary
Dane Reynolds

STATE OF NORTH CAROLINA
COUNTY OF ROWAN

I, Eva S. Foley, a Notary Public in and for said County and State, do hereby certify that on this 28th day of March, 1994, personally appeared before me GENE BORDEAUX and DANE REYNOLDS, President and Assistant Secretary, respectively, of LERNER SHOES, INC., each of whom, being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, and that the statements therein contained are true.



Eva S. Foley
Notary Public

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