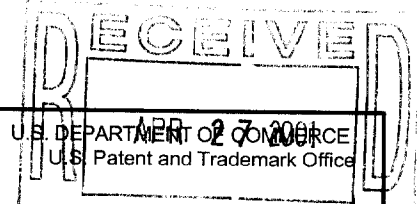


05-07-2001



101703236

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌ ▼

4-27-01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
WEISS & NEUMAN SHOE COMPANY

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Bakers Footwear Group, Inc.  
Internal  
Address: \_\_\_\_\_  
Street Address: 2815 Scott Avenue  
City: St. Louis State: MO Zip: 63103

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Missouri  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address( es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: February 16, 2001

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/399832

B. Trademark Registration No.(s)  
2,273,024

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Samuel Fifer  
 Internal Address: \_\_\_\_\_  
Sonnenschein Nath & Rosenthal  
P. O. Box 061080  
 Street Address: Wacker Drive Station  
Sears Tower  
 City: Chicago State: IL Zip: 60606

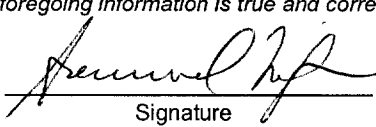
6. Total number of applications and registrations involved: ..... 2

7. Total fee (37 CFR 3.41).....\$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Samuel Fifer            April 25, 2001  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

05/04/2001 DBYRNE 00000202 75399832  
01 FC:481 40.00 OP  
02 FC:482 25.00 OP

TRADEMARK  
REEL: 002288 FRAME: 0360

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.

*Matt Blunt*

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

~~XXXXXXXXXX~~

\_\_\_\_\_ 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  
~~XXXXXXXXXX~~  
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