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TO THE ASSISTANT COMMISSIONER OF PATENT

held original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

WESTERN SHOE ASSOCIATES, INC.
20281 S.W. Birch Street, Suite 100
Newport Beach, CA 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation – State of California
- Other:

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

2. Name and address of receiving party(ies):

Name: WORLD SHOE ASSOCIATION
Street Address: 20281 S.W. Birch Street, Suite 100
City: Newport Beach State: CA ZIP: 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation – State of California
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: February 23, 2000

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
75/808,019
- b. Trademark Registration No(s):
None

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey L. Van Hoosear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: BERLAW.002T

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

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.

Jeffrey L. Van Hoosear
Name of Person Signing

Signature

Date

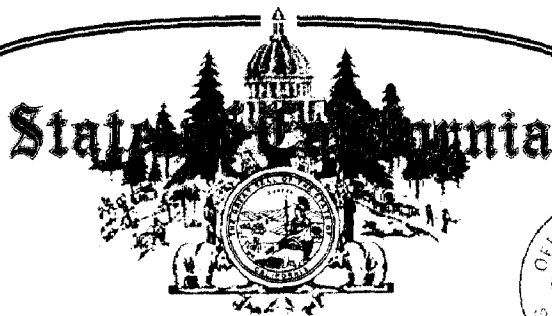
July 23, 2001

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

08/03/2001 TDIAZ1 00000032 75808019
01 FC:481 40.00 DP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202



SECRETARY OF STATE

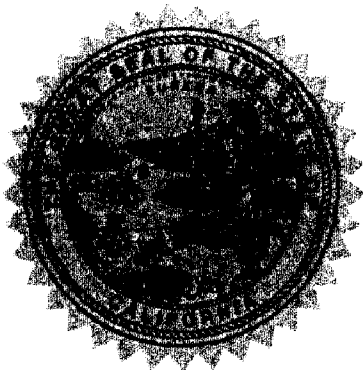


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 25 2000



Bill Jones

Secretary of State

The undersigned cer

1. They ASSOCIATES, INC

2. Artic amended to read as

The

3. The by the board of dire

4. The by the required vot

We further that the matters set

DATE: 2

WSA

WESTERN SHOE ASSOCIATES

A0539833

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 25 2000

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of WESTERN SHOE ASSOCIATES, INC., a California corporation.

2. Article 1., NAME, of the Articles of Incorporation of this corporation is amended to read as follows:

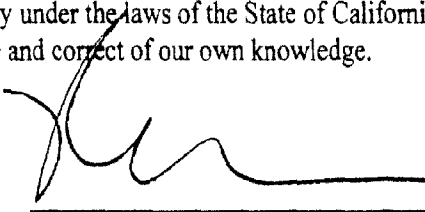
The name of the Corporation shall be WORLD SHOE ASSOCIATION.


3. The forgoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The forgoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 2/23/00


Mark Edwards, President


David Duncan, Secretary

