

FORM PTO-1594 Rev. (6-93)
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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| <p>1. Name of conveying party(ies):</p> <p><u>Brown Group, Inc.</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Brown Shoe Company, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>8300 Maryland Avenue</u></p> <p>City: <u>St. Louis</u> State: <u>Missouri</u> Zip: <u>63105</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names(s) & addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
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| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 27, 1999</u></p> | <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____ B. Trademark Registration Nos. <u>1,232,853; 403,506; 1,251,702</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
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| <p>5. Name and address of party to whom correspondence should be mailed:</p> <p>Name: <u>Polster, Lieder, Woodruff & Lucchesi, L.C.</u></p> <p>Internal Address: <u>Suite 230</u></p> <p>Street Address: <u>763 South New Ballas Road</u></p> <p>City: <u>St. Louis</u> State: <u>MO</u> Zip: <u>63141</u></p> | <p>6. Total number of registrations involved: <u>three</u></p> <p>7. Total fee (37 CFR 3.41) \$<u>90.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account.</p> <p>8. Deposit account number: <u>162201</u> (Attach duplicate copy of this page if paying by deposit account)</p> |
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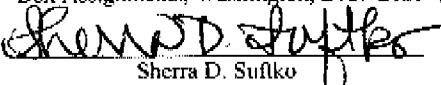
9. Statement and Signature.

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.

Edward A. Boeschstein  3-19-03
Name of person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

I hereby certify that this correspondence is being facsimile transmitted to: Commissioner of Patent and Trademarks (703) 306-5995, Box Assignments, Washington, D.C. 20231, on March 19, 2003.


Sherra D. Sufko

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROWN GROUP, INC.

F 99052700042

Under Section 805 of the Business Corporation Law

We, the undersigned, RONALD A. FROMM and ROBERT D. PICKLE,
respectively, the President and the Secretary of Brown Group, Inc. (hereinafter sometimes
called the "Company"), do hereby certify and set forth:

1. The name of the Company is Brown Group, Inc. The name under which
the Company was formed is Brown Shoe Company, Inc.
2. The Certificate of Incorporation of the Company was filed by the New
York Department of State on the 2nd day of January, 1913.
3. (a) The certificate of incorporation is amended to change the name of
the company from Brown Group, Inc. to its original name, Brown Shoe Company, Inc.

(b) To effect the foregoing change, Article First of the Certificate of
Incorporation of the Company is amended to read in its entirety as follows:

FIRST: The name of the Company shall be Brown Shoe Company,
Inc. (hereinafter termed "Company").

4. The amendment to the Certificate of Incorporation of the Company was authorized, ^{first by the Board of Directors} pursuant to Section 805(a) of the Business Corporation Law, ^{and then} by the affirmative vote of the holders of a majority of all issued and outstanding shares of Common Stock of the Company entitled to vote at the Annual Meeting of Stockholders of the Company held on May 27, 1999.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment on the 27th day of May, 1999, and we affirm the statements contained therein as true under penalties of perjury.

Ronald A. Fromm
RONALD A. FROMM, President

Robert D. Pickle
ROBERT D. PICKLE, Secretary

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROWN GROUP, INC.

nder Section 805 of the Business Corporation Law

24cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 27 1992

TAX \$

BY: WST
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