

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Brown Group, Inc.

Individual Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

2. Name and address of receiving party(ies)
Name: Brown Shoe Company, Inc.
Internal Address: _____
Street Address: 8300 Maryland Avenue
City: St. Louis State: Missouri Zip: 63105

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional names(s) & addresses(es) attached? Yes No

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

Execution Date: May 27, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____ B. Trademark Registration Nos. 1,232,853; 403,506; 1,251,702

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence should be mailed:
Name: Polster, Lieder, Woodruff & Lucchesi, L.C.
Internal Address: Suite 230
Street Address: 763 South New Ballas Road
City: St. Louis State: MO Zip: 63141

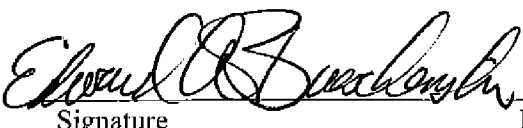
6. Total number of registrations involved: three

7. Total fee (37 CFR 3.41) \$90.00
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit account number: 162201
(Attach duplicate copy of this page if paying by deposit account)

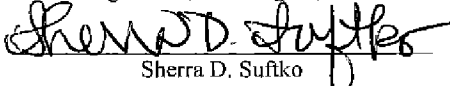
DO NOT USE THIS SPACE

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.

Edward A. Boeschenstein  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. Sufiko

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

F99052700042

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.

Under Section 805 of the Business Corporation Law

24cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 27 1999
TAX \$ _____
BY: WBL
ny

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Nixon, Hargrave, Devans & Doyle LLP

One KeyCorp Plaza

RECORDED: 03/19/2003 N.Y. 12207-3497

TRADEMARK

REEL: 002620 FRAME: 0060