

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. 1232853 for BUSTER BROWN & Design

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  
Tel: 314-872-8118 Fax: 314-991-2178


6. Total number of registrations involved: one

7. Total fee (37 CFR 3.41) \$40.00  
 Enclosed  
 Authorized to be charged to deposit account.

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

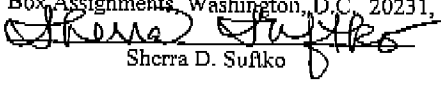
DO NOT USE THIS SPACE

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  9-22-03  
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 September 22, 2003.

  
Sherra D. Sufko

CH \$40.00 162201 1232853

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 2<sup>nd</sup> 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, <sup>first by the Board of Directors</sup> pursuant to Section 805(a) of the Business Corporation Law, <sup>and then</sup> 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 27<sup>th</sup> 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  
TAXS  
BY: WBL  
ny

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Nixon, Hargrave, Devans & Doyle LLP

One KeyCorp Plaza

Albany, N.Y. 12207-3497

TRADEMARK

RECORDED: 09/22/2003

REEL: 002719 FRAME: 0707