

The State of South Carolina, }

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS,

CARL C. PROSER and HELEN P. PROSER

both of

23 West Washington Street, Greenville, S. C.

did on the 22nd day of December, 1959, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is CANCELLATION SHOE MART, INC.

THIRD: That the principal place of business is GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to buy or otherwise acquire, sell, and generally to deal in and with, at retail or wholesale, shoes, accessories, and merchandise of all types and kinds and related or convenient services; to own or otherwise acquire, operate, lease, and manage a store or stores or leased departments of stores, in order to conduct its business; and generally to do any and all things which a corporation may do under the laws of the State of South Carolina.

FIFTH: That the amount of the capital stock is Twenty Thousand (\$20,000.00) Dollars payable in money, property or labor.

SIXTH: That the number of shares into which the capital stock is divided is Two Hundred (200) of the par value of One Hundred (\$100.00) Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 21st day of December, 1959, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Carl C. Proser and Helen P. Proser

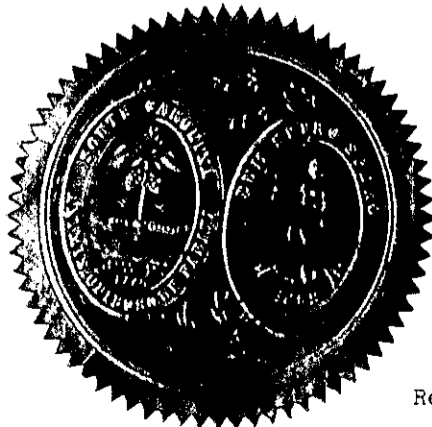
EIGHTH: That subsequently there was elected as President, Carl C. Proser; as Vice-President, Helen P. Proser; as Secretary, Helen P. Proser; as Treasurer, Carl C. Proser

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in Greenville Piedmont

a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia, this 22nd day of December in the year of our Lord one thousand nine hundred and 59 and in the one hundred and 84th year of the Independence of the United States of America.



O. Frank Thornton Secretary of State