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BCA 6.10/6.20 (Rev. Jul. 1984)

JIM EDGAR
Secretary of State
State of Illinois

File # D4073713-8

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Date 7/14/95

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State".
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STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following statement.

1. The name of the corporation is #2 Peters Shoe Store, Inc.
95236986

2. The State or Country of incorporation is Illinois

3. The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

FILED
MAR 14 1995
GEORGE H. RYAN
SECRETARY OF STATE

Registered Agent Barbara N. Fox
First Name Middle Name Last Name

Registered Office 111 West Washington Street, Suite 1415
Number Street Suite No. (A P.O. Box alone is not acceptable)

Chicago 60602 Cook
City Zip Code County

4. The name and address of its registered agent and its registered office shall be (After All Changes Herein Reported):

Registered Agent Barbara N. Fox
First Name Middle Name Last Name

Registered Office 111 West Washington Street, Suite 707
Number Street Suite No. (A P.O. Box alone is not acceptable)

Chicago 60602 Cook
City Zip Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
a. By resolution duly adopted by the board of directors. (Note 5)
b. By action of the registered agent. (Note 6)

(If authorized by the board of directors, sign here. See Note 5)
The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19____ (Exact Name of Corporation)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or vice president)

(Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)
The undersigned, under penalties of perjury, affirms that the facts stated herein are true.
Dated 7/14/95, 1995
Barbara N. Fox
(Signature of Registered Agent of Record)

95236986

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Form BCA-5.10/5.20

File No. _____

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Filing Fee \$5.00

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-7808

RETURN TO:

*Return to Bureau for Corporations
Show w. instructions
E. J. Jones*



DEPT-01 RECORDING \$23.50
T40004 TRAN 5351 04/10/95 11:21:00
#5640 LF *-95-236986
COOK COUNTY RECORDER

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by the President (or vice-president) and by the Secretary (or an assistant secretary).
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

NOTES

5/5/95 10:29:56