

THE STATE OF SOUTH CAROLINA,
EXECUTIVE DEPARTMENT.

BY THE SECRETARY OF STATE.

WHEREAS, HARRY FELDSTEIN, MARCUS FELDSTEIN AND SAMUEL FELDSTEIN

a majority of the Board of Directors of Topp's Shoe Store of South Carolina, Inc., (Greenville) a corporation created under the laws of South Carolina, by certificate issued by the Secretary of State on the 18th day of August, A. D. 1945.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation

To change the classification of the shares of capital stock so that hereafter the number of shares which the corporation shall be authorized to issue shall be one hundred (100) of which twenty-five (25) shall be designated Class "A" shares, twenty-five (25) shall be designated Class "B" shares, twenty-five (25) shall be designated Class "C" shares and twenty-five (25) shall be designated Class "D" shares, and the par value of each share of said stock shall be Ten and no/100 (\$10.00) Dollars.

The designations, preferences, privileges, voting powers and restrictions or qualifications of said Class "A", Class "B", Class "C" and Class "D" shares shall be as follows:

The holders of Class "A" shares voting separately and apart from the holders of Class "B", Class "C" and Class "D" shares shall always have the exclusive right

(a) to nominate and elect by vote of the holders of a plurality of said Class "A" shares, at any annual stockholders' meeting or at any meeting of the stockholders held in lieu thereof, one director of the corporation; and

(b) at any special meeting of the stockholders by vote of the holders of a plurality of the said Class "A" shares to fill the vacancy occurring by the resignation, death or inability to serve of said director.

The holders of Class "B" shares voting separately and apart from the holders of Class "A", Class "C" and Class "D" shares shall always have the exclusive right

(a) to nominate and elect by vote of the holders of a plurality of said Class "B" shares at any annual stockholders' meeting or any meeting of the stockholders held in lieu thereof, one director of the corporation; and

(b) at any special meeting of the stockholders by vote of the holders of a plurality of the said Class "B" shares to fill the vacancy occurring by the resignation, death or inability to serve of said director.

The holders of Class "C" shares voting separately and apart from the holders of Class "A", Class "B" and Class "D" shares shall always have the exclusive right

(a) to nominate and elect by vote of the holders of a plurality of said Class "C" shares at any annual stockholders' meeting or at any meeting of the stockholders held in lieu thereof, one director of the corporation; and

(b) at any special meeting of the stockholders by vote of the holders of a plurality of the said Class "C" shares to fill the vacancy occurring by the resignation, death or inability to serve of said director.

The holders of Class "D" shares voting separately and apart from the holders of Class "A", Class "B" and Class "C" shares shall always have the exclusive right

(a) to nominate and elect by vote of the holders of a plurality of said Class "D" shares at any annual stockholders' meeting or any any meeting of the stockholders held in lieu thereof, one director of the corporation; and

(b) at any special meeting of the stockholders by vote of the holders of a plurality of the said Class "D" shares to fill the vacancy occurring by the resignation, death or inability to serve of said director.

No dividend whatsoever shall be declared or paid on any class of shares, unless at the same time as like dividend shall be declared and paid on all the other classes of shares.

In all other respects, the powers, rights and privileges of all classes of stock shall be the same.

The number of directors shall be four, divided into four classes, one to be designated Class A, one to be designated Class B, one to be designated Class C and one to be designated Class D. Each director shall be elected solely by the holders of outstanding shares of stock of the same class.

No change shall hereafter be made, (i) in the number or classification of directors, (ii) in the number of shares authorized or issued, (iii) in the classes of stock authorized to be