

The State of South Carolina,

CHARTER  
BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS,

ALVIN E. LEVINE, ALBERT G. SEGAL and DOROTHY L. SEGAL,  
All of Greenville, S. C.

did on the 1st day of December, 19 58, 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 PIC'N PAY SHOES, INC.

THIRD: That the principal place of business is 236 Wade Hampton Boulevard, GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to buy and sell shoes and other articles of merchandise at retail, and to have all powers generally conferred upon similar corporations.

DEC 4 8 14 AM 1958  
GREENVILLE CO. S. C.  
FILED  
OLIVE F. W. WORTH  
R. M. G.

FIFTH: That the amount of the capital stock is Twenty-five Thousand (\$25,000.00)-----Dollars payable in cash or merchandise.

SIXTH: That the number of shares into which the capital stock is divided is Two Hundred Fifty (250) of the par value of One Hundred (\$100.00)----- Dollars.

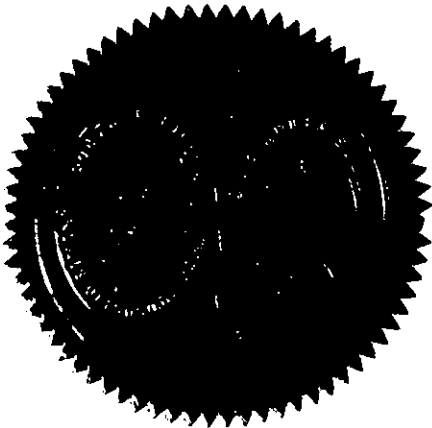
SEVENTH: That, after due notice, a meeting of the subscribers was held on the 3rd day of November, 19 58, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Alvin E. Levine, Albert G. Segal and Dorothy L. Segal.

EIGHTH: That subsequently there was elected as President, Alvin E. Levine  
as Vice-President, Albert G. Segal ; as Secretary, Dorothy L. Segal  
as Treasurer, Alvin E. Levine

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 1st day of December  
in the year of our Lord one thousand nine hundred and  
fifty-eight and in the one hundred and  
eighty-third year of the Independence of the  
United States of America.



O. Frank Thornton  
Secretary of State.