

Filing Fee: \$20.00

Corp. I.D. # 0021702

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

GENESCO, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section "7-1.1-107" of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation)

TENNESSEE, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is GENESCO, INC.

SECOND: The address of its present registered office is

123 DYER STREET

THIRD: The address to which its registered office is to be changed is
c/o Corporation Service Company
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
CT CORPORATION SYSTEM

FIFTH: The name of its successor registered agent is Corporation Service Company

By: (Signature) *Ben T. Harris*

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

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated OCTOBER 21, 1997

Ben T. Harris
By Ben T. Harris, President

Its President

FILED

STATE OF Tennessee }
COUNTY OF Davidson } Sc.
At Nashville, Tenn.

NOV 03 1997
By *Ben T. Harris*
193679

in said county on this 21st day
of October, 1997, personally appeared before me
Ben T. Harris, who, being by me first duly sworn, declared that he
is the President of Genesco Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Barbara Smith
Notary Public
My Comm Expires 1-15-01