

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

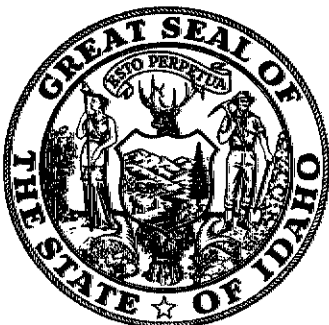
WAREMART, INC.

File Number C 40158

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WAREMART, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: July 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

JUL 25 4 44 PM '94
SECRETARY OF STATE

**RESTATED ARTICLES OF INCORPORATION
OF
WAREMART, INC.**

IDaho SECRETARY OF STATE
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CK #: 11580 CUST# 2105
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Pursuant to Section 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation, authorized by resolution of its Board of Directors, hereby adopts the following Restated Articles of Incorporation which correctly set forth without change the corresponding provisions of the Articles of Incorporation of Waremart, Inc. as the same have heretofore been amended. These Restated Articles of Incorporation shall supersede the original Articles of Incorporation of Waremart, Inc. and all amendments thereto.

FIRST

The name of this corporation is WAREMART, INC.

SECOND

The purpose for which the Corporation is organized is the transaction of any and all lawful business or businesses for which corporations may be incorporated pursuant to the Idaho Business Corporation Act. The Corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, including, but not limited to, all powers necessary or convenient to effect the Corporation's purposes.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The address of the registered office of the Corporation is 8590 Fairview Ave., Boise, Idaho 83704, and the name of the registered agent at such address is Gary R. Piva.

FIFTH

The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000 shares of common stock with a par value of 3-1/3¢ per share.

SIXTH

The names and addresses of the incorporators, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Shirley A. Piechura	711½ Bannock Street Boise, Idaho 83701
Judith Davies	711½ Bannock Street Boise, Idaho 83701
Mary Hopkins	711½ Bannock Street Boise, Idaho 83701

SEVENTH

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment.

EIGHTH

The number of Directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in

the By-Laws, provided the number of Directors of the Corporation shall not be less than three. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Cumulative voting of shares in the election of Directors shall not be allowed.

NINTH

The stockholders of the Corporation shall have no preemptive or preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to any securities carrying a right to subscribe to or acquire stock of the Corporation.

TENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws, and the Corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

ELEVENTH

Except as otherwise provided in Section 30-1-54(2) of the Idaho Business Corporation Act, as now in effect or as hereafter amended, the Directors of the Corporation shall have no personal liability whatsoever to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a Director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh or of the provisions of the Idaho Business Corporation Act which permit the elimination of the liability of Directors by this Article Eleventh shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

TWELFTH

The Directors, officers, employees or agents of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect or as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final

disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of Directors or other person identified above in this Article, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Twelfth or of the provisions of the Idaho Business Corporation Act which permit the indemnification of Directors, officers, employees or agents by this Article shall not adversely affect any right or protection of a Director of the Corporation or other person identified in this Article existing at the time of such repeal or modification.

DATED this 22nd day of July, 1994.

WAREMART, INC.

By William D. Long
William D. Long
Its President

By Robert T. Richins
Robert T. Richins
Its Secretary

STATE OF IDAHO)
) ss:
County of Ada)

I, Julie Allen, a notary public, do hereby
certify that on this 22nd day of July, 1994 personally appeared
before me WILLIAM D. LONG, who, being by me first duly sworn,
declared that he is the President of WAREMART, INC., that he
signed the foregoing document as President of the corporation,
and that the statements therein contained are true.

Julie Allen
Notary Public for Idaho
Residing at Boise
My Commission Expires 9-8-95

STATE OF IDAHO)
) ss:
County of Ada)

I, Julie Allen, a notary public, do hereby
certify that on this 22nd day of July, 1994 personally appeared
before me ROBERT T. RICHINS, who, being by me first duly sworn,
declared that he is the Secretary of WAREMART, INC., that he
signed the foregoing document as Secretary of the corporation,
and that the statements therein contained are true.

Julie Allen
Notary Public for Idaho
Residing at Boise
My Commission Expires 9-8-95

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