

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

BIZMART, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BIZMART, INC. for a Certificate of Authority to transact business in this State, 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 Authority to BIZMART, INC. to transact business in this State under the name BIZMART, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 6, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hoken

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BIZMART, INC.

2. The name which it shall use in Idaho is BIZMART, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of State of Delaware

4. The date of its incorporation is 9/30/87 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2000 E. Lamar Blvd., Arlington, TX 76006

6. The address to which correspondence should be addressed, if different from that in Item 5. 411 Eagleview Blvd., Exton, PA 19341 c/o Legal Department

7. The street address of its proposed registered office in Idaho is 300 N. Sixth Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To own and operate office supply supercenters; sell business office products.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
James Berk	President & CEO	2000 E. Lamar Blvd., Arlington, TX 76006
Thomas Nugent	Sr. V.P., CFO & Secretary	2000 E. Lamar Blvd., Arlington, TX 76006
Michael R. Shabazian	Vice President	411 Eagleview Blvd., Exton, PA 19341
Janice L.M. Longer	V.P. & Assistant Secretary	411 Eagleview Blvd., Exton, PA 19341
Edward Meltzer	Treasurer	411 Eagleview Blvd., Exton, PA 19341
Richard D. Sanford	Chairman/Director	411 Eagleview Blvd., Exton, PA 19341
William Rulon-Miller	Director	1601 Market St., Phila., PA 19103
Barry M. Abelson	Director	1515 Market St., Phila., PA 19103

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: February 27, 1992

BIZMART, INC.

By [Signature] (Corporation name)
 its Assistant Vice President (please specify)
 and [Signature]
 its Secretary/Assistant Secretary (please specify)

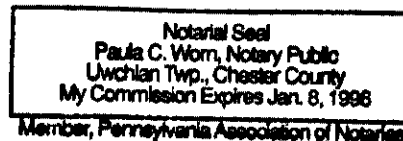
STATE OF Pennsylvania)
) ss:
 COUNTY OF Chester)

I, Paula C. Worn, a notary public, do hereby certify that on
 this 27th day of February, 19 92, personally appeared before
 me Janice L.M. Longer, who being by me first duly sworn, declared that (s)he
 is the Assistant Secretary & V.P. of BizMart, Inc.

that (s)he signed the foregoing documents as Assistant Secretary & V.P. of the corporation and that
 the statements therein contained are true.

Paula C. Worn

Notary Public





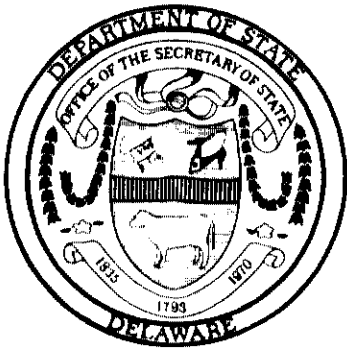
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Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY BIZMART, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Ratchford

SECRETARY OF STATE
AUTHENTICATION:

DATE:

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02/20/1992