

State of Idaho

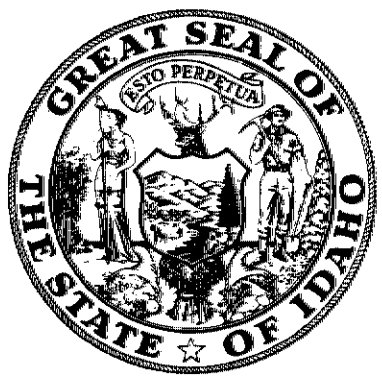
Department of State

CERTIFICATE OF AUTHORITY OF ODI-DELAWARE INC.

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

Dated July 27, 1987



Pete T. Cenarrusa
SECRETARY OF STATE
Judith M. Mantel
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

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1. The name of the corporation is ODI-DELAWARE, INC.

2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is March 24, 1987 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 229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 1818 Swift Drive, Oak Brook, Illinois

7. The street address of its proposed registered office in Idaho is 999 Main Street
One Capital Center, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The transaction of any and all lawfull activities

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

Name	Office	Address
SEE ATTACHED LIST		

(continued on reverse)

Name

Office

Address

- 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: 7-10 1987

ODI-Delaware, Inc.

(Corporation Name)

By [Signature]
 Its ~~President~~ Vice President (please specify)

and [Signature]
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF ILLINOIS)
) ss:
 COUNTY OF COOK)

I, Julia Andrews, a notary public, do hereby certify that on this 10th day of July, 1987, personally appeared before me Lawrence A. Metz, who being by me first duly sworn, declared that (s)he is the Vice President of ODI-Delaware, Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Julia Andrews
 Notary Public

OFFICERS AND DIRECTORS OF ODI-DELAWARE, INC.

<u>Name and Position Alphabetical Order</u>	<u>Home Address</u>	<u>Sex</u>	<u>Date & Place of Birth</u>	<u>Social Security</u>
Larry D. Anderson Assistant Secretary	131 Fairlane Elmhurst, IL 60126	M	10/1/49 Chicago, IL	354-42-6905
Scott Bergeson Director, Chairman of the Board	136 Ascot Lane #3215 Willowbrook, IL 60514	M	2/7/38 Logan, Ut	518-50-5875
Robert E. Braden Vice President, Advertising	35348 Park Blvd. Glen Ellyn, IL 60137	M	7/21/38 Vermont, IL	343-30-8343
Thomas J. Byrne Vice President, Construction	6 Oak Brook Club Drive Oak Brook, IL 60521	M	3/26/32 Rockford, IL	352-24-7416
James A. Caffarelli Assistant Treasurer	614 E. Maude Ave. Arlington Hts, IL 60004	M	10/23/43 Chicago Hts, IL	326-36-5477
Richard L. Davis Vice President, Eastern Region	5 Starr Drive Andover, MA 01810	M	5/14/39 Newton, IA	484-48-4099
John R. Dyer Vice President, Information Systems	1944 Howe #C Chicago, IL 60614	M	9/18/49 Chicago, IL	323-44-6777
Jon T. Fuglestad Vice President, Central Region	820 Heatherston Naperville, IL 60540	M	6/28/33 Fargo, ND	501-28-1806
Richard E. George Director, President	311 Prospect Elmhurst, IL 60126	M	3/9/39 Kansas City, MO	359-30-6099
David F. Gillis Vice President, Crest Photo	1412 E. Willow Road Schaumburg, IL 60194	M	5/19/38 Fairbault, MN	471-44-5661
Ronald R. Green Vice President, Loss Prevention	6420 W. 151st Street Oak Forest, IL 60542	M	9/19/38 Chicago, IL	322-30-0647
Ronald E. Grove Vice President, Marketing	1 S 792 Ironwood Lane M Wheaton, IL 60187	M	8/10/41 Chicago, IL	338-32-3269
Terry J. Hanson Executive Vice President	991 Creekside Circle Naperville, IL 60540	M	11/9/46 Fargo, ND	472-56-9752
Leon G. Harmon Director	528 North Cambridge Salt Lake City, UT 64103	M	9/17/25 Lincoln, KS	510-14-7552
John Hartman Director	#5 Lehigh Court Rancho Mirage, CA 92270	M	7/31/19 Elmhurst, L.I., N.Y.	105-16-9920
James H. Henson Director	830 Merrill Woods Road Hinsdale, IL 60521	M	10/10/33 Fairfield, IL	336-28-3804
Donald C. Hoscheit Vice President, Pharmacy	6 Aintree St. Charles, IL 60174	M	4/10/31 Peru, IL	352-24-2434

OFFICERS AND DIRECTORS OF ODI-DELAWARE, INC.

<u>Name and Position</u> <u>Alphabetical Order</u>	<u>Home Address</u>	<u>Sex</u>	<u>Date & Place</u> <u>of Birth</u>	<u>Social</u> <u>Security</u>
Robert Howard Area Vice President	3545 Eboe Irvine, CA 92714	M	9/22/38 Chicago, IL	334-30-2289
James A. Johnson Vice President, Real Estate	4124 Clausen Avenue Western Springs, IL 60558	M	3/23/30 Moline, IL	335-24-3556
J. Patrick Johnston Vice President, Human Resources	3 Tori Court Burr Ridge, IL 60521	M	10/17/42 Princeton, IL	322-36-4089
Larry L. LaRock Vice President, Western Region	880 S. Bluebird Circle Anaheim Hills, CA 92807	M	12/20/42 Coeur d'Alene, ID	534-40-1552
David L. Maher Vice President, Intermountain Region	2102 E. Green Oaks Lane Littleton, CO 80121	M	5/4/39 Iowa City, IA	481-40-9609
Stephen L. Mannschreck Vice President, Chicagoland Region	39 W 793 Deerhaven Trail St. Charles, IL 60172	M	9/5/45 Lincoln, NE	580-56-3969
Stephanie L. McMackin Assistant Secretary	1832 Smokewood Avenue Fullerton, CA 92631	F	7/19/49 Los Angeles, CA	554-72-1958
Lawrence A. Metz Vice President, Secretary, General Counsel	804 S. Ridge Avenue Arlington Hts, IL 60005	M	7/26/41 Chicago, IL	321-32-4258
Donn D. Scherer Vice President, Real Estate	1330 Violet Lane Batavia, IL 60510	M	8/4/42 Sycamore, IL	358-34-9410
Mark S. Skaggs Director	3825 Nantucket Drive Plano, TX 75203	M	5/30/53 Salt Lake City, UT	529-64-1394
John J. Terry Area Vice President	25091 Morrow Court Laguna Hills, CA 92653	M	7/10/43 Chicago, IL	340-34-8248
Howard O. Wagner Director	749 Oak Road Barrington, IL 60010	M	7/27/17 Chicago, IL	346-10-5933
Thomas J. Walter Assistant Secretary, Assistant General Counsel	808 Billmore Court Naperville, IL 60540	M	8/28/57 Chicago, IL	323-44-2676
Julie A. Webb Assistant Secretary	2626 W. Lakeview #1809 Chicago, IL 60614	F	5/16/51 Cincinnati, OH	282-50-1506
Charles R. Weber Vice President, Controller, Treasurer Finance & Administration	3910 Bordeaux Drive Hoffman Estates, IL 60195	M	6/28/50 Chicago, IL	353-40-0252
Arlyn E. White Vice President, Distribution	1701 Maple Lane Wheaton, IL 60187	M	3/6/44 Martley, IA	480-54-8106

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June 12, 1987



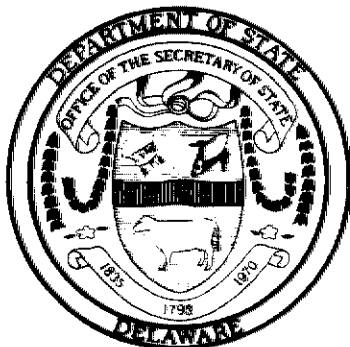
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ODI-DELAWARE 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 Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11322539

DATE: 07/20/1987