

ARTICLES OF INCORPORATION

OF

MELDISCO/PAY LESS 1215 12TH AVE. SOUTH, IDAHO, IN

97
IDaho SECRETARY OF STATE
2/25/1997 09:10
IDAHO INC 24343
100.00 = 100.00
25.00 = 25.00
C 12001121

The undersigned, an individual, does hereby act as incorporator, adding the following Articles of Incorporation for the purpose of organizing a business corporation, pursuant to the provisions of the Idaho Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MELDISCO/PAY LESS 1215 12TH AVE. SOUTH, IDAHO, INC.

SECOND: The number of shares the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

THIRD: The street address of the initial registered office of the corporation in the State of Idaho is c/o United States Corporation Company, 200 North 23rd Street, Boise, ID 83702

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

FOURTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Theresa Cooper	Corporation Service Company 830 Bear Tavern Road, Suite 305 West Trenton, NJ 08628

FIFTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business, are as follows:

To have all of the general powers granted to corporations organized under the Idaho Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the


corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The duration of the corporation shall be perpetual.

Executed on July 23, 1997.


Theresa Cooper, Incorporator