

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MELDISCO/PAY LESS SOUTH BLAINE, ID., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 17, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION

OF

MELDISCO/PAY LESS SOUTH BLAINE, ID., INC.

The undersigned, being a natural person, does hereby act as incorporator in adopting 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 name of the corporation (hereinafter called the "corporation") is MELDISCO/PAY LESS SOUTH BLAINE, ID., INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized, which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, are as follows:

To buy, sell and generally deal in shoes, hosiery, footwear, apparel and accessories.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The address of the initial registered office of the corporation in the State of Idaho is 702 West Idaho Street, City of Boise, County of Ada; and the name of the initial registered agent of the corporation at such address is United States Corporation Company.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four.

The name and the address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John M. Robinson	933 MacArthur Boulevard Mahwah, New Jersey 07430
Martin Falkoff	933 MacArthur Boulevard Mahwah, New Jersey 07430
Arthur V. Richards	One Theall Road Rye, New York 10580
Maureen Richards	One Theall Road Rye, New York 10580

SEVENTH: The name and the address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Athena Amaxas	15 Columbus Circle New York, NY 10023-7773

EIGHTH: 1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Idaho Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

2. The corporation shall have the power to acquire its shares from unreserved and unrestricted capital surplus available therefor.

3. 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 or resolution adopted by the shareholders entitled to vote thereon after notice, both as to action in his official capacity and as to action in another capacity while holding such office,

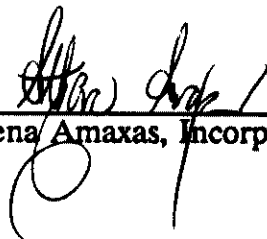
and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: 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.

TENTH: No shareholder of the corporation entitled to vote in the election of directors shall be entitled as of right to cumulative voting in any such election.

ELEVENTH: These Articles of Incorporation shall upon the filing thereof by the Secretary of State of the State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the corporation.

Signed on August 7, 1992



Athena Amaxas, Incorporator