## ARTICLES OF MERGER

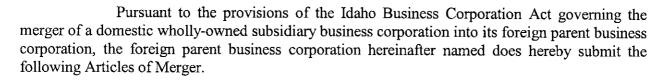
OF

## Each of the Corporations Listed on Exhibit A Annexed Hereto

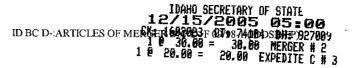
## AND

Miles Shoes Meldisco Lakewood, Colorado, Inc.

To the Secretary of State State of Idaho



- 1. The name of each subsidiary corporation, each of which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Business Corporation Act, is listed on <a href="Exhibit A">Exhibit A</a> annexed hereto.
- 2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Colorado, is Miles Shoes Meldisco Lakewood, Colorado, Inc.
- 3. The number of outstanding shares of each of the corporations listed on Exhibit A annexed hereto is 100, all of which are of one class, and all of which are owned by Miles Shoes Meldisco Lakewood, Colorado, Inc.
- 4. The following is the Plan of Merger for merging each of the corporations listed on Exhibit A annexed hereto into Miles Shoes Meldisco Lakewood, Colorado, Inc. as approved by resolution of the Board of Directors of Miles Shoes Meldisco Lakewood, Colorado, Inc.
  - (1) Miles Shoes Meldisco Lakewood, Colorado, Inc. which is a business corporation of the State of Colorado and is the parent corporation and the owner of all of the outstanding shares of each of the corporations listed on Exhibit A annexed hereto, each of which is a business corporation of the State of Idaho and each of which is a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into Miles Shoes Meldisco Lakewood, Colorado, Inc. pursuant to the provisions of the Idaho Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Miles Shoes Meldisco Lakewood, Colorado, Inc.



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- (2) The separate existence of each of the corporations listed on Exhibit

  A annexed hereto shall cease at the effective time and date of the merger pursuant to the provisions of the Idaho Business Corporation Act; and Miles Shoes Meldisco Lakewood, Colorado, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- (3) The issued shares of each of the corporations listed on <u>Exhibit A</u> annexed hereto shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall be surrendered and extinguished.
- (4) The Board of Directors and the proper officers of Miles Shoes Meldisco Lakewood, Colorado, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
- 5. Miles Shoes Meldisco Lakewood, Colorado, Inc. is the owner of all of the issued shares of each of the corporations listed on Exhibit A annexed hereto, and Miles Shoes Meldisco Lakewood, Colorado, Inc. waived the mailing of a copy of the Plan of Merger in writing.
  - 6. Shareholder approval was not required.
- 7. The laws of the jurisdiction of organization of Miles Shoes Meldisco Lakewood, Colorado, Inc. permit a merger of an Idaho wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of each of the corporations listed on Exhibit A annexed hereto into Miles Shoes Meldisco Lakewood, Colorado, Inc. is in compliance with the laws of the jurisdiction of organization of Miles Shoes Meldisco Lakewood, Colorado, Inc.

8. The effective time and date in the State of Idaho of the merger herein provided for shall be 11:59 p.m. on December 31, 2005.

Executed on December 9, 2005

Each of the Corporations Listed on Exhibit A annexed hereto

By:

Name of Officer:

Title of Officer:

Miles Shoes Meldisco Lakewood, Colorado, Inc.

By:

Name of Officer:

Title of Officer:

Vice President & Assistant Secretary

STORE#			
6871 MELDISCO/PAY LESS 1000 POCATELLO CRK, RD., ID.,	STATE	PARENT	<del></del>
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6851 MELDISCO/PAY LESS 10355 FAIRVIEW AVE., ID., INC.	ID	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd. Mahwah, N L07420
6853 MELDISCO/PAY LESS 1100 VISTA AVE., ID., INC.	ID.	Miles Shoes Meldisco Lakewood, Colorado, Inc.	933 Macarthur Blvd., Mahwah, NJ 07430
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