

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CLUB WHOLESALE CONCEPTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of CLUB WHOLESALE CONCEPTS, 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 CLUB WHOLESALE CONCEPTS, INC.

to transact business in this State under the name CLUB WHOLESALE CONCEPTS, INC.

and attach hereto a duplicate original of the Application
for such Certificate.

Dated October 31, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

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.

1. The name of the corporation is CLUB WHOLESALE CONCEPTS, INC. SECRETARY OF STATE

2. The name which it shall use in Idaho is Not Applicable

(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 Illinois

4. The date of its incorporation is August 26, 1988 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

218 North Jefferson, 4th Floor, Chicago, Illinois 60606

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act and permitted under the laws of the State of Idaho.

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

Name	Office	Address
Paul H. Stepan	Director	218 North Jefferson, 4th Floor Chicago, Illinois 60606
Phil Roark	President	218 North Jefferson, 4th Floor Chicago, Illinois 60606
Alan Frenzel	Vice President Finance/ Secretary	218 North Jefferson, 4th Floor Chicago, Illinois 60606
John Ouapp	Vice President/ Treasurer	218 North Jefferson, 4th Floor Chicago, Illinois 60606
John Kearney	Vice President	218 North Jefferson, 4th Floor Chicago, Illinois 60606
James F. Brennan	Vice President and Assistant Secretary	218 North Jefferson, 4th Floor Chicago, Illinois 60606
Peter M. Stazzone	Vice President and Assistant Secretary	218 North Jefferson, 4th Floor Chicago, Illinois 60606

(continued on reverse)

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: 10/25/88

CLUB WHOLESALE CONCEPTS, INC.

(Corporation Name)

By Lynne D. Dierckx

Its ~~President~~ / Vice President (please specify)

and

Its Secretary/ Assistant Secretary (please specify)

STATE OF Illinois)

182

COUNTY OF Cook)

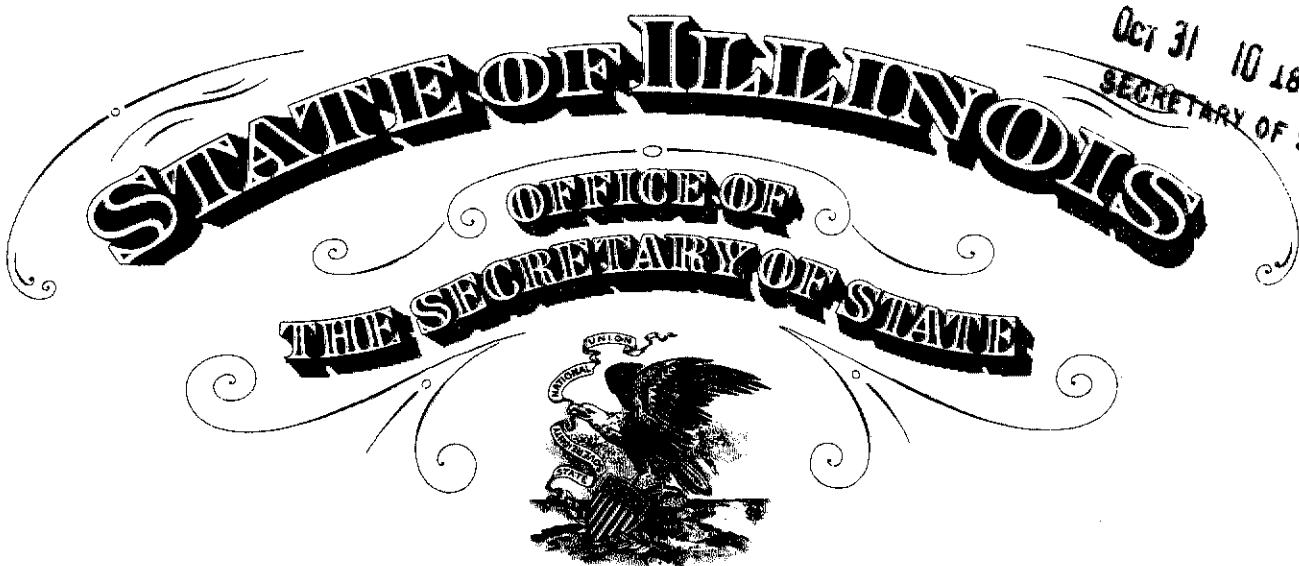
ANSWER

I, PETER SIAZCONE, a notary public, do hereby certify that on this 27th day of OCTOBER, 19 88, personally appeared before me James F. Brennan & Allan J. Frenzel, who being by me first duly sworn, declared that (s)he is the Vice President of CLUB WHOLESALE CONCEPTS, INC.

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


Peter M. Sherry
Notary Public

File Number 5520-468-3



Oct 31 10 18 AM '88
SECRETARY OF STATE

To all to whom these presents Shall Come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that

CLUB WHOLESALE CONCEPTS, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 26,
1988, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 27TH
day of OCTOBER A.D. 1988.

Jim Edgar
SECRETARY OF STATE