

96129

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of A & D INVESTMENTS, INC. an Idaho corporation file number C 96129 into DAG WAREHOUSE, INC. an Idaho corporation file number C 81366, duly executed 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: February 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeVries*

ARTICLES OF MERGER
OF
A & D INVESTMENTS, INC.

FEB 27 1997
STATE

The undersigned, president and secretary of A & D INVESTMENTS, INC., hereby execute the following Articles of Merger:

ARTICLE I

A & D INVESTMENTS, INC., is hereby merged into DAG WAREHOUSE, INC., an Idaho corporation. DAG WAREHOUSE, INC., shall be the surviving corporation and A & D INVESTMENTS, INC., shall no longer exist.

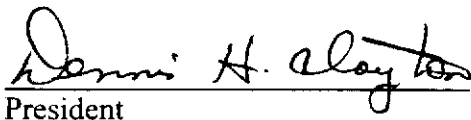
ARTICLE II

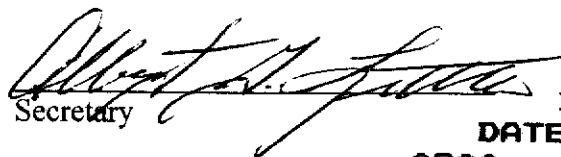
Each shareholder of A & D INVESTMENTS, INC., received 1.0857 shares in DAG WAREHOUSE, INC., for each share in A & D INVESTMENTS, INC.

ARTICLE III

There were 2500 shares issued and outstanding in A & D INVESTMENTS, INC., and all voted in favor of the merger. There were 285.71 shares in DAG WAREHOUSE, INC., and all voted in favor of the merger.

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 20th day of February, 1997.


President


Secretary

IDAHO SECRETARY OF STATE
DATE 02/24/1997
0900 66646 3
CK #: 2699 CUST# 77039
MERGER 1@ 30.00= 30.00

STATE OF IDAHO)
)ss
County of Bonneville)

I, Kelly Lea Barron, a notary public, do hereby certify that on this 20 day of February, 1997, personally appeared before me Dennis H. Clayton and Albert Little who, being by me first duly sworn, declared that they are the president and secretary of A & D INVESTMENTS, INC., that they signed the foregoing document as directors of the corporation, and that the statements therein contained are true.

(Seal)

Kelly Lea Barron
Notary Public for Idaho
Residing at:
My Commission Expires: 12-13-2001

ARTICLES OF MERGER
OF
DAG WAREHOUSE, INC.

The undersigned, president and secretary of DAG WAREHOUSE, INC., hereby execute the following Articles of Merger:

ARTICLE I

A & D INVESTMENTS, INC., is hereby merged into DAG WAREHOUSE, INC., an Idaho corporation. DAG WAREHOUSE, INC., shall be the surviving corporation and A & D INVESTMENTS, INC., shall no longer exist.

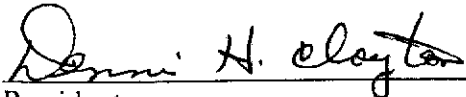
ARTICLE II

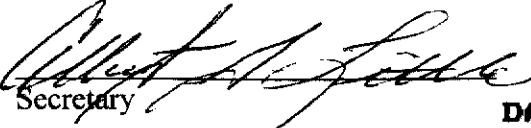
Each shareholder of A & D INVESTMENTS, INC., received 1.0857 shares in DAG WAREHOUSE, INC., for each share in A & D INVESTMENTS, INC.

ARTICLE III

There were 285.71 shares issued and outstanding in DAG WAREHOUSE, INC., and all voted in favor of the merger. There were 2500 shares in A & D INVESTMENTS, INC., and all voted in favor of the merger.

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals this 20th day of February, 1997.


President


Secretary

IDAHO SECRETARY OF STATE
DATE 02/24/1997
0900 66646 2
CK #: 2699 CUST# 77039
MERGER 1@ 30.00= 30.00

:

STATE OF IDAHO)
)ss
County of Bonneville)

I, Kelly Lea Barron, a notary public, do hereby certify that on this 20 day of February, 1997, personally appeared before me Dennis H. Clayton and Albert Little who, being by me first duly sworn, declared that they are the president and secretary of DAG WAREHOUSE, INC., that they signed the foregoing document as directors of the corporation, and that the statements therein contained are true.

(Seal)

Kelly Lea Barron
Notary Public for Idaho
Residing at:
My Commission Expires: 12-13-01