

State of Idaho

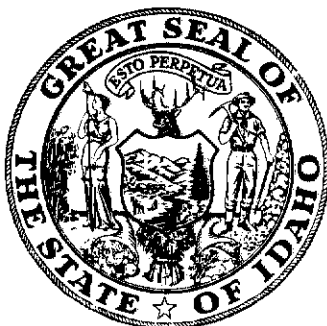
Department of State

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 WAREHOUSE FURNITURE, INC., an Idaho corporation, into FOSTER'S FURNITURE RENTAL, INC., an Idaho corporation, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: November 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley Clark

Nov 30 2 25 PM '94
SECRETARY OF STATE

ARTICLES OF MERGER
OF DOMESTIC CORPORATION INTO
FOSTER'S FURNITURE RENTAL, INC.

IDAHO SECRETARY OF STATE
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Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned domestic corporations adopt the following articles of merger for the purpose of merging them into one corporation.

FIRST: A plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act, including, but not limited to, Idaho Code §§ 30-1-71 through 30-1-74. A copy of the Plan and Agreement of Merger entered into between the undersigned corporations is attached hereto as Exhibit A and is incorporated herein as if set forth in full.

SECOND: As to each of the undersigned corporations, the number of shares issued and outstanding, the number of authorized shares, and the designation of each class entitled to vote as a class on such plan are as follows:

Name of Corporation	No. Shares Outstanding	Entitled to Vote As a Class	Designation of Class	No. of Shares Authorized
Foster's Furniture Rental, Inc.	7,500	7,500	Common	25,000
Warehouse Furniture, Inc.	187.5	187.5	Common	500

THIRD: As to each of the undersigned corporations, the total number of shares and the class thereof that voted for such


plan of merger, respectively, and the number of shares and the class thereof that voted against such plan, respectively, are as follows:

Name of the Corporation	Total Voted For	Total Voted Against	Entitled to Vote as Class	Total Voted For	Total Voted Against
Foster's Furniture Rental, Inc.	7,500	-0-	7,500	7,500	-0-
Warehouse Furniture, Inc.	187.5	-0-	187.5	187.5	-0-

DATED this 11 day of November, 1994.

FOSTER'S FURNITURE RENTAL, INC.

By

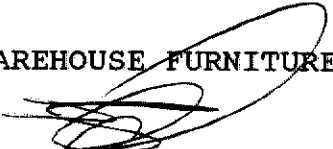

John Lacey Foster
Its President

ATTEST:


Mary Foster, Secretary

WAREHOUSE FURNITURE, INC.

By


John Lacey Foster
Its President

ATTEST:


Mary Foster, Secretary

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Ada)

John Lacey Foster and Mary Foster, being first duly sworn on oath, depose and say that they are the President and Secretary, respectively, of FOSTER'S FURNITURE RENTAL, INC., an Idaho corporation, that they have read the foregoing, know the contents thereof and the same are true based on their information and belief.




John Lacey Foster



Mary Foster

SUBSCRIBED AND SWORN to before me this 11 day of November, 1994.



Notary Public for Idaho

Residing at: Middleton Idaho

My Commission Expires: 6-2000

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this 11 day of November, 1994, by and between FOSTER'S FURNITURE RENTAL, INC., an Idaho corporation, having its principal offices in Boise, Ada County, Idaho (hereinafter "Foster's Furniture Rental"), and WAREHOUSE FURNITURE, INC., an Idaho corporation, having its principal offices in Boise, Ada County, Idaho (hereinafter "Warehouse Furniture").

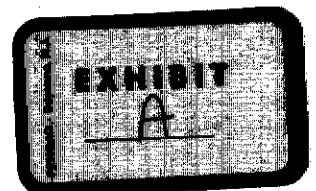
R E C I T A L S:

A. The total number of shares of stock which Foster's Furniture Rental is authorized to issue is 25,000 shares, all of one class of stock, with \$1.00 par value per share, with 5,000 shares issued to John Lacey Foster, 2,500 shares issued to Melinda Foster Baron, and the remaining shares being unissued.

B. The total number of shares of stock which Warehouse Furniture is authorized to issue is 500 shares, all of one class of stock, with \$100.00 par value per share, with 187.5 shares issued to John Lacey Foster, and the remaining shares being unissued.

C. The Board of Directors of the respective corporations have determined that it is desirable and in the best interest of the corporations and their respective shareholders that Warehouse Furniture be merged into Foster's Furniture Rental.

In consideration of the recitals set forth herein and the mutual covenants and promises of the parties hereto, the



respective corporations agree, pursuant to the Idaho Business Corporation Act, that Warehouse Furniture shall be merged into Foster's Furniture Rental as a single corporation pursuant to the following terms and conditions:

SECTION 1. Agreement of Merger. Warehouse Furniture and Foster's Furniture Rental hereby agree with each other to merge into a single corporation with Foster's Furniture Rental being the surviving corporation after the merger.

SECTION 2. Surviving Corporation. On the effective date of the merger, as such date is hereinafter set forth, Warehouse Furniture shall be merged into Foster's Furniture Rental and the separate corporate existence of Warehouse Furniture shall cease and the corporate existence of Foster's Furniture Rental shall continue under the name of Foster's Furniture Rental. Foster's Furniture Rental shall succeed to all of the rights, privileges, immunities and franchises of Warehouse Furniture without the necessity of further transfer. Foster's Furniture Rental shall become the owner, without other transfer, of all of the property, whether real or personal, of both corporations, and Foster's Furniture Rental shall become subject to and shall assume all of the debts and liabilities of Warehouse Furniture in the same manner as if Foster's Furniture Rental had itself incurred them. This merger shall not impair, alter or modify any of the rights or liens of creditors or third persons unless provided for

elsewhere and shall not alleviate or change any obligation, right or interest currently held by Warehouse Furniture.

SECTION 3. Principal Office. The principal office of Foster's Furniture Rental shall remain in Boise, Ada County, Idaho, located at 314 South 9th Street, Boise, Idaho, and it shall be the principal office of the corporation after the merger.

SECTION 4. Objects and Purposes. The nature of the business and the object and purposes proposed to be transacted, promoted and carried on by the corporation following the merger will be the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, the purchase, management and operation of retail and rental furniture stores.

SECTION 5. Articles of Incorporation. The Articles of Incorporation of Foster's Furniture Rental, as the same may have heretofore been amended, shall not require any amendments thereto arising from the merger and shall continue to be the Articles of Incorporation of the merged corporations following the effective date of the merger.

SECTION 6. By-Laws. The present By-Laws of Foster's Furniture Rental, insofar as not inconsistent with this Agreement, shall be and remain the By-Laws of the merged corporations following the effective date of the merger until altered, amended or otherwise repealed as provided for therein.

SECTION 7. Names and Addresses of Directors. The names and addresses of the persons who shall constitute the Board of Directors of Foster's Furniture Rental following the merger and who shall hold office until the annual meeting of shareholders of Foster's Furniture Rental following the merger shall be as follows:

John Lacey Foster	314 South 9th St. Boise, Idaho 83702
Mary Foster	314 South 9th St. Boise, Idaho 83702

SECTION 8. Names and Addresses of Officers. The names and addresses of the persons who shall constitute the officers of Foster's Furniture Rental following the merger are as follows:

John Lacey Foster, President	314 South 9th St. Boise, Idaho 83702
Mary Foster, Secretary	314 South 9th St. Boise, Idaho 83702

SECTION 9. Method of Converting Shares. Immediately upon the effective date of this merger, as such date is hereinafter set forth, the shares of Warehouse Furniture shall, without any other action on the part of the respective holders thereof, become and be converted to shares of stock of Foster's Furniture Rental. Through this conversion, John Lacey Foster shall receive and be issued 187.5 shares of common stock of Foster's Furniture Rental.

SECTION 10. Dividends Prior to Merger. Until this Agreement becomes effective or is abandoned by the respective

corporations hereto, neither corporation may pay dividends on their shares of issued common stock.

SECTION 11. Extraordinary Transactions. Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except as contemplated by or necessary to carry out this Agreement.

SECTION 12. Submission to Stockholders. This Agreement shall be submitted to the stockholders of the respective corporations in the manner provided by the Idaho Business Corporation Act. If the affirmative vote to adoption is received by the stockholders of each of such corporations representing a majority of the total number of issued and outstanding shares of capital stock of the respective corporations, this Agreement shall, subject to the provisions of Section 15 of this Agreement, immediately take effect as the agreement of merger between the respective corporations.

SECTION 13. Abandonment of Merger. Notwithstanding anything to the contrary herein contained, if the Board of Directors of either corporation should determine, either before or after the meeting of the stockholders of the respective corporations to vote on the adoption or rejection of this Agreement, that for any legal, financial, economic or business reason deemed sufficient by such Board it is not in the best interest of the corporation it represents or the stockholders of

such corporation or otherwise is not advisable or is impractical to consummate the merger, such Board of Directors may abandon the merger by directing the officers of the corporation to refrain from executing or satisfying this Agreement and thereupon this Agreement shall be void and of no further effect.

SECTION 14. Registered Agent. The registered agent of Foster's Furniture Rental, on the effective date of the merger, shall continue as the registered agent of Foster's Furniture Rental after the merger.

SECTION 15. Effective Date. The effective date of this merger shall be the date when the certificate of merger is issued by the Secretary of State of the State of Idaho.

SECTION 16. Governing Law. This Agreement shall be governed by and construed under the laws of the State of Idaho.

SECTION 17. Execution of Agreement. This Agreement may be executed in counterparts, each of which shall constitute an original agreement.

SECTION 18. Heirs and Assigns. This Agreement shall be binding upon and inure to the benefit of the heirs and assigns of the respective parties hereto.

SECTION 19. Headings. Headings in this Agreement are for convenience only and shall not be used or referred in construing or applying the terms hereof.


EXECUTED on behalf of the parties by their officers and sealed with their corporate seals, respectively, pursuant to the authorization of their respective Boards of Directors on the date first above written.

WAREHOUSE FURNITURE, INC.

By 

John Lacey Foster
Its President

ATTEST:



Mary Foster, Secretary

FOSTER'S FURNITURE RENTAL, INC.

By 

John Lacey Foster
Its President

ATTEST:


Mary Foster, Secretary

STATE OF IDAHO)
 : ss.
County of Ada)

On this 11 day of November, 1994, before me,
TAMMY P. KILLIAN, a notary public for said State,
personally appeared John Lacey Foster and Mary Foster, known or
identified to me to be the President and Secretary, respectively,
of WAREHOUSE FURNITURE, INC., the corporation that executed the
instrument or the persons who executed the instrument on behalf
of said corporation, and acknowledged to me that such corporation
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

Tammy P. Killian
Notary Public
Residing at: Middleton, Idaho
My Commission Expires: 6-2000

STATE OF IDAHO)
 : ss.
County of Ada)

On this 11 day of November, 1994, before me,
TAMMY P. KILLIAN, a notary public for said State,
personally appeared John Lacey Foster and Mary Foster, known or
identified to me to be the President and Secretary, respectively,
of FOSTER'S FURNITURE RENTAL, INC., the corporation that executed
the instrument or the persons who executed the instrument on
behalf of said corporation, and acknowledged to me that such
corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

Tammy P. Killian
Notary Public
Residing at: Middleton, Idaho
My Commission Expires: 6-2000

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