



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

HOLLY STORES OF BOISE, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *28th* day of *January* 19 *76*

original articles of amendment, as provided by Section *s 30-146, 30-147, wtc., changing corporate name to K-MART APPAREL OF IDAHO CORP. and merging Holly Stores of Bonneville, Inc., Holly Stores of Canyon, Inc., Holly Stores of Lewiston, In. and Holly Stores of Twin Falls, Inc. into this corp. as the survivor.*

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ recorded on ~~Film-No~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this *28th* day of *January* ,
A. D., 19 *76* .

Secretary of State

AGREEMENT

MERGING

HOLLY STORES OF BONNEVILLE, INC. ¹

HOLLY STORES OF CANYON, INC. ¹

HOLLY STORES OF LEWISTON, INC. ¹

HOLLY STORES OF TWIN FALLS, INC. ¹

INTO

HOLLY STORES OF BOISE, INC.

* * * * *

AGREEMENT OF MERGER, dated this 7th day of January, 1976, by and between HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC., HOLLY STORES OF TWIN FALLS, INC. and HOLLY STORES OF BOISE, INC., all corporations organized and existing under and by virtue of the laws of the State of Idaho.

WITNESSETH that:

WHEREAS, the Board of Directors of each of said corporations, parties of this Agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, do deem it advisable and generally to the welfare of said corporations and the respective stockholders thereof, that HOLLY STORES OF BOISE, INC. merge into itself HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., and that HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. be merged into HOLLY STORES OF BOISE, INC., under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Articles of Incorporation of each of the corporations participating in the merger were filed with the Secretary of State of Idaho as follows:

<u>NAME OF CORPORATION</u>	<u>DATE OF INCORPORATION</u>
HOLLY STORES OF BOISE, INC.	August 11, 1966
HOLLY STORES OF BONNEVILLE, INC.	July 17, 1974
HOLLY STORES OF CANYON, INC.	March 6, 1974
HOLLY STORES OF LEWISTON, INC.	August 26, 1974
HOLLY STORES OF TWIN FALLS, INC.	October 18, 1973; and

WHEREAS, the total authorized stock of each corporation participating in the merger is two hundred (200) Common no par value shares, all issued and outstanding.

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed, and do hereby agree, each with the other, that HOLLY STORES OF BOISE, INC. shall merge into itself HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., and that HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. shall be merged into said HOLLY STORES OF BOISE, INC., and do agree hereby upon and prescribe the terms and conditions of the said merger, the mode of carrying the same into effect and the manner and basis of converting the shares of the constituent corporations into the shares of the surviving corporation, as follows:

FIRST

HOLLY STORES OF BOISE, INC. hereby merges into itself HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. and, likewise HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. shall be and hereby are merged into said HOLLY STORES OF BOISE, INC., and the Articles of Incorporation of said HOLLY STORES OF BOISE, INC. as amended herein shall be the Articles of Incorporation of the surviving corporation.

SECOND

Article "FIRST" of the Articles of Incorporation of the surviving corporation is amended to read as follows:

"FIRST: The name of the corporation is
K-MART APPAREL OF IDAHO CORP."

THIRD

The terms and conditions of the merger are as follows:

Since all of the issued and outstanding shares of HOLLY STORES OF BOISE, INC., the surviving corporation, and all of the issued and outstanding shares of each of the merging corporations are owned by HOLLY STORES, INC., a New York corporation, on the effective date of the merger all of the issued and outstanding shares of each of the merging corporations shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

The by-laws of HOLLY STORES OF BOISE, INC. shall be the by-laws of the corporation surviving the merger. No changes or amendments shall be made to the by-laws because of the merger.

The directors and officers of HOLLY STORES OF BOISE, INC. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

The merger shall be effective upon filing with the Secretary of State of Idaho.

FOURTH

This Agreement, after having been approved by a majority vote of the Board of Directors of each corporation, party hereto, shall be signed by the directors of each of said corporations, whereupon it shall be submitted to the shareholders of each of said corporations for their approval by unanimous written consent and if the shareholders are for adoption of the Agreement that fact shall be certified on the Agreement by the Assistant Secretary of each corporation, and the Agreement so adopted and certified, shall be signed by the Vice President and Assistant Secretary of each of said corporations and acknowledged by the Vice President of each of such corporations, whereupon it shall be delivered to the Secretary of State of Idaho for filing and a copy certified by the Secretary of State of Idaho shall be

filed for record in the office of the County Recorder of the Counties in Idaho in which either of the corporations, parties hereto, have the registered office, and of any counties in which either of said corporations have land, title to which will be transferred as a result of the merger.

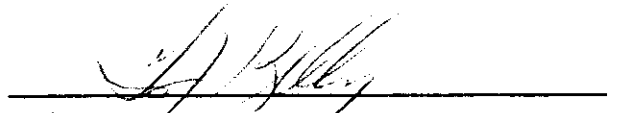
IN WITNESS WHEREOF, this Agreement of Merger, having been approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., the directors of each of said corporations respectively do hereby sign this Agreement of Merger.

HOLLY STORES OF BOISE, INC.

By




William A. Sauer



Roger A. Davis

HOLLY STORES OF BONNEVILLE, INC.

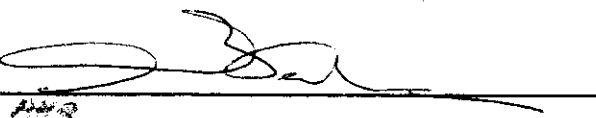
By 

William A. Saurin

J. Kelly

Roger E. Davis

HOLLY STORES OF CANYON, INC.


By 

William A. Saurin


J. Kelly

Roger E. Davis

HOLLY STORES OF LEWISTON, INC.

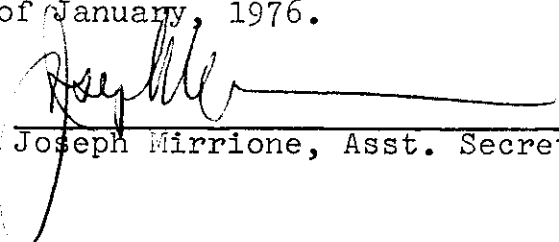
By 
WAS
William A. Damm
WAS
J. Kelly
TK
Roger E. Davis
RD

HOLLY STORES OF TWIN FALLS, INC.

By 
WAS
William A. Damm
WAS
J. Kelly
TK
Roger E. Davis
RD

I, JOSEPH MIRRIONE, Assistant Secretary of HOLLY STORES OF BOISE, INC., hereby certify as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC. and by the directors of HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., was duly submitted to the shareholders of said HOLLY STORES OF BOISE, INC. and was duly adopted pursuant to Sec. 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding two hundred (200) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

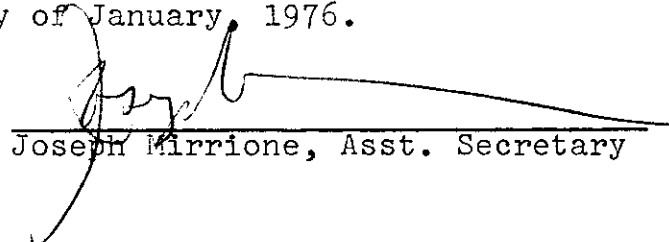
WITNESS my hand and the seal of the said HOLLY STORES OF BOISE, INC. on this 7th day of January, 1976.


Joseph Mirrione, Asst. Secretary

Handwritten: Always with the seal of the corporation
(CORPORATE SEAL)

I, JOSEPH MIRRIONE, Assistant Secretary of HOLLY STORES OF BONNEVILLE, INC., hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF BONNEVILLE, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC. and by the directors of HOLLY STORES OF BONNEVILLE, INC., was duly submitted to the shareholders of said HOLLY STORES OF BONNEVILLE, INC. and was duly adopted pursuant to Sec. 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding two hundred (200) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

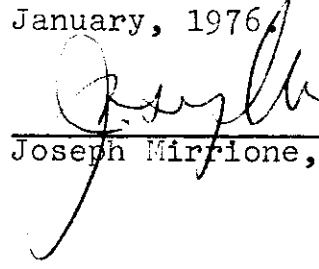
WITNESS my hand and the seal of the said HOLLY STORES OF BONNEVILLE, INC. on this 7th day of January, 1976.


Joseph Mirrione, Asst. Secretary

Holly
(CORPORATE SEAL)

I, JOSEPH MIRRIONE, Assistant Secretary of HOLLY STORES OF CANYON, INC., hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF CANYON, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC. and by the directors of HOLLY STORES OF CANYON, INC., was duly submitted to the shareholders of said HOLLY STORES OF CANYON, INC. and was duly adopted pursuant to Sec. 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding two hundred (200) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

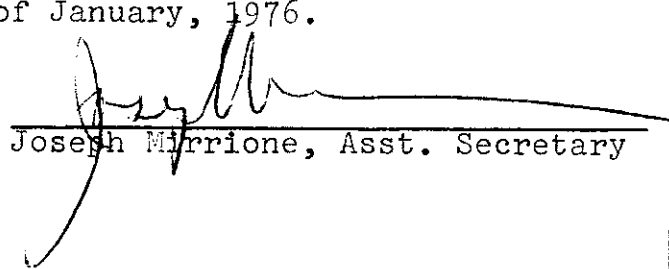
WITNESS my hand and the seal of the said HOLLY STORES OF CANYON, INC. on this 7th day of January, 1976


Joseph Mirrone, Asst. Secretary

Holly Stores of Canyon, Inc.
in 1976
(CORPORATE SEAL)

I, JOSEPH MIRRIONE, Assistant Secretary of HOLLY STORES OF LEWISTON, INC., hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF LEWISTON, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC. and by the directors of HOLLY STORES OF LEWISTON, INC., was duly submitted to the shareholders of said HOLLY STORES OF LEWISTON, INC. and was duly adopted pursuant to Sec. 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding two hundred (200) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

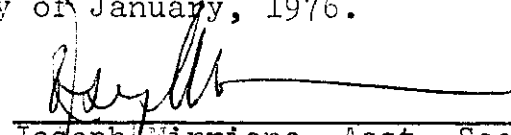
WITNESS my hand and the seal of the said HOLLY STORES OF LEWISTON, INC. on this 7th day of January, 1976.


Joseph Mirrione, Asst. Secretary

(CORPORATE SEAL)

I, JOSEPH MIRRIONE, Assistant Secretary of HOLLY STORES OF TWIN FALLS, INC., hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC. and by resolution of the Board of Directors of HOLLY STORES OF TWIN FALLS, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC. and by the directors of HOLLY STORES OF TWIN FALLS, INC., was duly submitted to the shareholders of said HOLLY STORES OF TWIN FALLS, INC. and was duly adopted pursuant to Sec. 30-133, subd. 6 of the Idaho Code 1947, by the unanimous written consent of the shareholders holding two hundred (200) shares of the capital stock of the corporation, the same being all of the shares issued and outstanding having voting power.

WITNESS my hand and the seal of the said HOLLY STORES OF TWIN FALLS, INC. on this 7th day of January, 1976.


Joseph Mirrione, Asst. Secretary

(CORPORATE SEAL)

THIS AGREEMENT OF MERGER, having been approved by resolution of the Board of Directors of HOLLY STORES OF BOISE, INC., and by resolution of the Board of Directors of HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., and having been signed by the directors of HOLLY STORES OF BOISE, INC., and signed by the directors of HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC., and thereafter having been approved by the unanimous written consent of the shareholders of HOLLY STORES OF BOISE, INC. and HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. the Vice President and Assistant Secretary of HOLLY STORES OF BOISE, INC., and HOLLY STORES OF BONNEVILLE, INC., HOLLY STORES OF CANYON, INC., HOLLY STORES OF LEWISTON, INC. and HOLLY STORES OF TWIN FALLS, INC. do now hereby execute this Agreement of Merger under the corporate seal of each of said corporations respectively, by authority of the directors and shareholders of each of said corporations as the act and deed of each of said corporations respectively, on this 7th day of January, 1976.

HOLLY STORES OF BOISE, INC.

By Edward G. Geist

Edward G. Geist, Vice President

Joseph Mirrione
Joseph Mirrione, Asst. Secretary

(CORPORATE SEAL)

HOLLY STORES OF BONNEVILLE, INC.

By Edward G. Geist
Edward G. Geist, Vice President

Joseph Mirrione
Joseph Mirrione, Asst. Secretary

HOLLY STORES OF CANYON, INC.

By Edward G. Geist
Edward G. Geist, Vice President

Joseph Mirrione
Joseph Mirrione, Asst. Secretary

HOLLY STORES OF LEWISTON, INC.

By Edward G. Geist
Edward G. Geist, Vice President

Joseph Mirrione
Joseph Mirrione, Asst. Secretary

HOLLY STORES OF TWIN FALLS, INC.

By Edward G. Geist
Edward G. Geist, Vice President

Joseph Mirrione
Joseph Mirrione, Asst. Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On the 7th day of January, 1976, before me a Notary Public of the State of New York, personally appeared EDWARD G. GEIST, known to me to be the Vice President of HOLLY STORES OF BOISE, INC., one of the corporations which executed the Agreement of Merger to which this is attached, 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.

Barbie Wayasamin

Barbie Wayasamin, Notary Public

NOTARY PUBLIC, State of New York
My Comm. No. 1112
Qualified in Queens County
Cert. Filed in New York County
Term Expires March 30, 1977

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 7th day of January, 1976, before me a Notary Public of the State of New York, personally appeared EDWARD G. GEIST, known to me to be the Vice President of HOLLY STORES OF BONNEVILLE, INC., one of the corporations which executed the Agreement of Merger to which this is attached, 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.

Barbie Wayasamin

Barbie Wayasamin, Notary Public

EDWARD GEIST
NOTARY PUBLIC, State of New York
1976-1979
Queens County
Cert. filed in New York County
Term Expires March 30, 1977

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 7th day of January, 1976, before me a Notary Public of the State of New York, personally appeared EDWARD G. GEIST, known to me to be the Vice President of HOLLY STORES OF CANYON, INC., one of the corporations which executed the Agreement of Merger to which this is attached, 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.

Barbie Wayasamin

Barbie Wayasamin, Notary Public

PIETER WENIGSEN
NOTARY PUBLIC, State of New York
1975-1977
Qualified in Queens County
Cert. filed in New York County
Term Expires March 30, 1977

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 7th day of January, 1976, before me a Notary Public of the State of New York, personally appeared EDWARD G. GEIST, known to me to be the Vice President of HOLLY STORES OF LEWISTON, INC., one of the corporations which executed the Agreement of Merger to which this is attached, 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.

Barbie Wayasamin
Barbie Wayasamin, Notary Public

BARBIE WAYASAMIN
Notary Public, State of New York
Commission Expires March 30, 1977
Qualified in New York County
Comm. Filed in New York County
Term Expires March 30, 1977

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 7th day of January, 1976, before me a Notary Public of the State of New York, personally appeared EDWARD G. GEIST, known to me to be the Vice President of HOLLY STORES OF TWIN FALLS, INC., one of the corporations which executed the Agreement of Merger to which this is attached, 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.

Barbie Wayasamin

Barbie Wayasamin, Notary Public

NOTARY PUBLIC
STATE OF NEW YORK
COUNTY OF NEW YORK
Qualification of Notary
Cert. filed in New York County
Term Expires March 30, 1977

CONSENT TO USE OF NAME

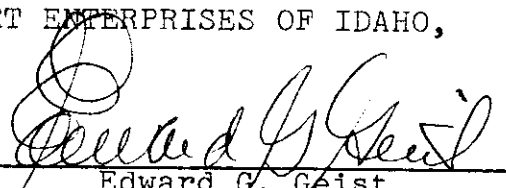
* * * * *

K-MART ENTERPRISES OF IDAHO, INC., a corporation organized under the laws of the State of Idaho, hereby consents to the use of the name K-MART APPAREL OF IDAHO CORP. for change of name purposes in the State of Idaho.

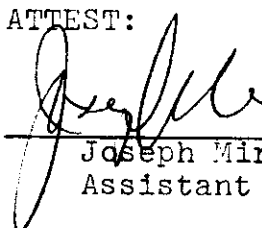
IN WITNESS WHEREOF, the said K-MART ENTERPRISES OF IDAHO, INC. has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 7th day of January, 1976.

K-MART ENTERPRISES OF IDAHO,
INC.

By


Edward G. Geist
Vice President

ATTEST:


Joseph Mirrione
Assistant Secretary

(SEAL)

K-MART ENTERPRISES OF IDAHO, INC.

201-241-01