

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of Idaho submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the corporation is GREAT WESTERN DISTRIBUTING COMPANY, INC.
2. The street or RFD address of its present registered office is 1521 Sixth Avenue,
Lewiston, Idaho 83501
3. The street or RFD address to which its registered office is to be changed is _____
300 North 6th Street, Boise, Idaho 83701
4. The name of its old registered agent is Val Molkenbuhr, Jr.
5. The name of its new registered agent is C T CORPORATION SYSTEM
6. The address of the registered office and the business address of the registered agent are identical.
7. The foregoing change was authorized by resolution of the board of directors.

Dated December 3, 1982, 19 82
GREAT WESTERN DISTRIBUTING COMPANY, INC.

By Patrick M. Sidders
Its Secretary

STATE OF Minnesota)
COUNTY OF Carver) ss:

I, Brenda L. Hayes, a notary public, do hereby certify that on this
3rd day of December, 19 82, personally appeared
before me Patrick M. Sidders, who being by me first duly sworn,
declared that he is the Secretary of
GREAT WESTERN DISTRIBUTING COMPANY, INC.

that he signed the foregoing document as Secretary of the corporation and
that the statements therein contained are true.

Brenda L. Hayes
Notary Public

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

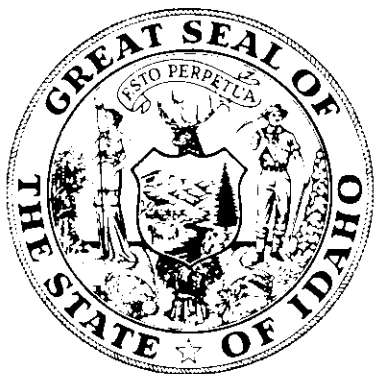
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of GREAT WESTERN
DISTRIBUTING COMPANY, INC.

into BEST PRODUCTS CO., INC.

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 January 26, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF
GREAT WESTERN DISTRIBUTING COMPANY, INC.
INTO
BEST PRODUCTS CO., INC.

JAN 26 10 57 AM '88
SECRETARY OF STATE

1. Plan of Merger. Great Western Distributing Company, Inc. ("Great Western"), an Idaho corporation, will be merged into Best Products Co., Inc. ("Best"), a Virginia corporation (the "Merger"), in accordance with the terms and conditions of the Plan of Merger attached hereto as Exhibit A.

2. Capital Stock of Great Western. The number of outstanding shares of capital stock of Great Western is 1,332 shares of common stock, par value \$100.00. Best owns all of the outstanding shares of common stock of Great Western.

3. Approval of Merger. The Plan of Merger was adopted by the Board of Directors of Best at a meeting duly called and held on December 3, 1987. Pursuant to Section 13.1-719 of the Code of Virginia and Section 30-1-73 of the Idaho Business Corporation Act, no shareholder approval of the Merger is required.

4. Waiver of Mailing. The mailing of the Plan of Merger to Best, the sole shareholder of Great Western, was waived.

5. Merger Permitted. The laws of the State of Virginia under which Best is organized permit the Merger.

6. Effectiveness of Merger. The Merger shall become effective at 11:59 p.m. Eastern Standard Time on February 2, 1988.

7. Agreement of Best. Best agrees: (a) that it may be served with process in Idaho in any proceeding for the enforcement of any obligation of Great Western and in any proceeding for the enforcement of the rights of a dissenting shareholder of Great Western against Best; (b) that the Secretary of State of Idaho shall be and hereby is irrevocably appointed as the agent of Best to accept service of process in any such proceeding and the address to which the service of process in any proceeding shall be mailed is Post Office Box 26303, Richmond, Virginia 23260 until Best shall have hereafter designated in writing a different address for such purpose; and (c) that it will promptly pay to the dissenting shareholders of Great Western the amount, if any, to which they are entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, Best and Great Western have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their duly authorized officers as of this 25th day of January, 1988.

BEST PRODUCTS CO., INC.

By: Robert E.R. Huntley
Robert E.R. Huntley
Chairman, President and Chief
Executive Officer

ATTEST:

By: James J. Spencer
James J. Spencer
Secretary

GREAT WESTERN DISTRIBUTING COMPANY,
INC.

By: Robert E.R. Huntley
Robert E.R. Huntley
Chairman, President and Chief
Executive Officer


ATTEST:

By: James J. Spencer
James J. Spencer
Secretary

STATE OF VIRGINIA
COUNTY OF HENRICO

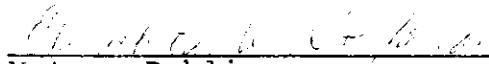
The undersigned, James J. Spencer, certifies that he is the Secretary of Best and Great Western and is authorized to execute this verification and that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated: January 31, 1988


James J. Spencer
Secretary

STATE OF VIRGINIA
COUNTY OF HENRICO

I, Robert E. R. Huntley, a Notary Public, certify that on this 31st day of January, 1988, personally appeared before me Robert E.R. Huntley and James J. Spencer, who, being by me first duly sworn declared that they were the Chairman, President and Chief Executive Officer and the Secretary, respectively of Best Products Co., Inc. and Great Western Distributing Company, Inc., that they signed the foregoing document as such officers, and that the statements therein contained are true.


Notary Public

[SEAL]

My commission expires: January 1991

PLAN OF MERGER
OF
GREAT WESTERN DISTRIBUTING COMPANY, INC.
INTO
BEST PRODUCTS CO., INC.

1. Parties to the Merger. Great Western Distributing Company, Inc. ("Great Western"), an Idaho corporation, will be merged into Best Products Co., Inc. ("Best"), a Virginia corporation (the "Merger"). Best will be the surviving corporation in the Merger.

2. Ownership of Shares. Best owns all of the outstanding shares of capital stock of Great Western. Great Western has 1,332 shares of common stock, par value \$100.00, outstanding.

3. Conversion of Shares. Upon the Merger becoming effective:

(a) Each share of common stock of Great Western shall, by virtue of the Merger and without any further action, be cancelled and cease to exist.

(b) The capital stock of Best shall be unchanged in all respects by the Merger.

4. Changes to Articles of Incorporation. The Restated Articles of Incorporation of Best shall be unchanged in all respects by the Merger.

5. Effectiveness of Merger. The Merger shall become effective at 11:59 p.m. Eastern Standard Time on February 2, 1988.

6. Abandonment of Merger. The Merger may be abandoned by Best at any time before the issuance of a certificate of merger with respect to the Merger upon the determination by the officers of Best that such abandonment is in the best interests of Best.

IN WITNESS WHEREOF, this Plan of Merger is dated as of this 25th day of January, 1988.

BEST PRODUCTS CO., INC.

By: Robert E.R. Huntley
Robert E.R. Huntley
Chairman, President and Chief
Executive Officer

ATTEST:

By: James J. Spencer
James J. Spencer
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