

FILED EFFECTIVE

Filed at the Request of:
Advanced Retail Systems, Inc.
650 N. Armstrong Place
Boise, Idaho 83704

Space for Secretary of State's

AFTER FILING MAIL TO:
Bradley J. Wiskirchen, Esq.
HOLLAND & HART LLP
101 S. Capitol Blvd., Suite 1400
Boise, Idaho 83702

IDAHO SECRETARY OF STATE
03/18/2004 05:00
CK: 4102 CI: 2105 BR: 73849
1 @ 38.00 = 38.00 MERGER # 3

ARTICLES OF MERGER

OF

ADVANCED RETAIL SYSTEMS, INC.
(an Idaho corporation)

WITH AND INTO

ADVANCED RETAIL SYSTEMS, LLC
(a Delaware limited liability company)

Pursuant to Section 30-1-1105 of the Idaho Business Corporation Act and the Delaware Limited Liability Company Act, the undersigned adopt the following Articles of Merger for the purpose of merging Advanced Retail Systems, Inc., an Idaho corporation ("**ARS Idaho**") with and into Advanced Retail Systems, LLC, a Delaware limited liability company ("**ARS Delaware**"):

1. The Plan and Agreement of Merger, dated March 17, 2004 (the "**Agreement of Merger**"), merging ARS Idaho with and into ARS Delaware, substantially in the form attached hereto as **Exhibit A** and by this reference incorporated herein, was approved by the unanimous consent of the board of directors and the shareholder and manager and member of each of the undersigned entities in the manner prescribed by the Idaho Business Corporation Act and the Delaware Limited Liability Company Act. The Agreement of Merger is on file at the place of business of ARS Idaho. A copy of the Agreement of Merger will be furnished on request, and without cost, to any person holding an interest in either of the undersigned entities.

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2. As to ARS Idaho, One Hundred (100) shares were entitled to vote on and approved the Agreement of Merger. As to ARS Delaware, one (1) member was entitled to vote on and approved the Agreement of Merger.

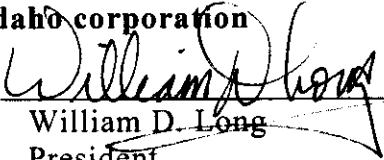
3. The merger of the undersigned entities shall be effective upon the filing of the Certificate of Merger with the Delaware Secretary of State.

4. The name of the surviving entity is Advanced Retail Systems, LLC and the address of its principal office is 650 N. Armstrong Place, Boise, Idaho 83704.

Dated the 17th day of March 2004.

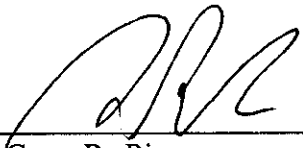
ADVANCED RETAIL SYSTEMS, INC.
an Idaho corporation

By: _____


William D. Long
President

ATTEST:

By: _____


Gary R. Piva
Secretary

ADVANCED RETAIL SYSTEMS, LLC
a Delaware limited liability company

By: _____

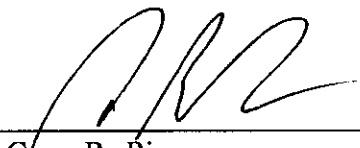

Gary R. Piva
Manager

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

See attached

3190559_1.DOC

PLAN AND AGREEMENT OF MERGER

By and Between

**ADVANCED RETAIL SYSTEMS, INC., an Idaho corporation
and
ADVANCED RETAIL SYSTEMS, LLC, a Delaware limited liability company**

This Plan and Agreement of Merger (this "*Agreement of Merger*") is made effective March 17, 2004, between Advanced Retail Systems, Inc., an Idaho corporation, and Advanced Retail Systems, LLC, a Delaware limited liability company.

RECITALS

A. Advanced Retail Systems, Inc. ("*ARS Idaho*") is a corporation incorporated and existing under the laws of the state of Idaho, its initial Articles of Incorporation having been filed in the Office of Secretary of State on December 16, 1983.

B. Advanced Retail Systems, LLC ("*ARS Delaware*") is a limited liability company organized and existing under the laws of the state of Delaware, its Certificate of Formation having been filed in the Office of the Secretary of State of Delaware on February 25, 2004.

C. The authorized capital stock of ARS Idaho consists of Five Thousand (5,000) shares of common stock with a par value of \$.01 per share, of which One Hundred (100) shares are issued and outstanding.

D. Section 30-1-1101 of the Idaho Business Corporation Act and Section 18-209 of the Limited Liability Company Act of the State of Delaware permit the merger of a Delaware corporation with and into a Delaware limited liability company.

E. The Board of Directors of ARS Idaho deems it advisable, and in the best interests of ARS Idaho and its shareholder, and the manager of ARS Delaware deems it advisable and, in the best interests of ARS Delaware and its member, that ARS Idaho be merged with and into ARS Delaware in the manner contemplated herein (the "*Merger*").

F. The Board of Directors of ARS Idaho has adopted resolutions approving the Merger and recommended that this Agreement of Merger be approved by the shareholder of ARS Idaho. The shareholder of ARS Idaho has adopted resolutions approving the Merger and this Agreement of Merger. The manager of ARS Delaware has approved the Merger and recommended that this Agreement of Merger be approved by the member of ARS Delaware. The member of ARS Delaware has adopted resolutions approving the Merger and this Agreement of Merger.

AGREEMENT

In consideration of the foregoing recitals and the mutual covenants and agreements contained herein, ARS Idaho and ARS Delaware hereby agree as follows:

ARTICLE 1.

1.1 The Merger. ARS Idaho and ARS Delaware shall be merged into a single limited liability company, in accordance with the applicable provisions of the law of Delaware. Merger shall be effective upon the filing of the Certificate of Mailing with the Delaware Secretary of State (the “*Effective Time*”). At the Effective Time, (a) ARS Idaho shall be merged with and into ARS Delaware, with ARS Delaware being the surviving entity of the Merger, and (b) the identity and separate existence of ARS Idaho shall cease, all of the rights, privileges, powers, properties, and assets of ARS Idaho shall be vested in ARS Delaware, and ARS Delaware shall assume and be subject to all of the liabilities of ARS Idaho, without further action by ARS Idaho or ARS Delaware, in accordance with the provisions of the Idaho Business Corporation Act and the Limited Liability Act of the State of Delaware.

1.2 Certificate and Articles of Merger. ARS Idaho and ARS Delaware shall cause a Certificate of Merger to be executed and filed, in accordance with the provisions of the Limited Liability Act of the State of Delaware, with the office of the Secretary of State of Delaware. ARS Idaho and ARS Delaware shall also cause Articles of Merger to be executed and filed, in accordance with the provisions of the Idaho Business Corporation Act, with the office of the Secretary of State of Idaho.

ARTICLE 2.

2.1 Organizational Documents; Name. The Certificate of Formation and the Limited Liability Company Agreement of ARS Delaware, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Formation and the Limited Liability Company Agreement of the limited liability company surviving the Merger. The name of the limited liability company surviving the Merger shall be Advanced Retail Systems, LLC.

ARTICLE 3.

3.1 ARS Idaho Common Stock. At the Effective Time, all of the outstanding shares of stock of ARS Idaho issued and outstanding immediately prior thereto, by virtue of the Merger and without any action by the parties, shall no longer be outstanding and shall automatically be cancelled and cease to exist, and each shareholder shall cease to have any rights with respect thereto.

3.2 ARS Delaware. At the Effective Time, the membership interest in ARS Delaware existing immediately prior thereto, without any action by the parties, shall remain unchanged and the rights of the sole member shall remain unchanged.

ARTICLE 4.

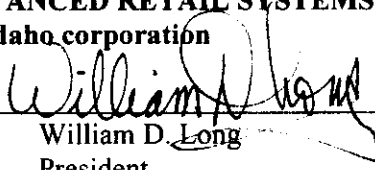
4.1 Counterparts. This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.2 Section Headings. The section headings contained in this Agreement of Merger have been inserted for convenience of reference only and shall not affect the meaning or interpretation hereof.

The undersigned parties have executed this Agreement of Merger, as of the date first written above.

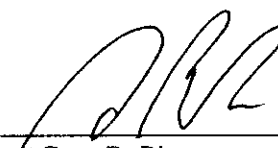
ADVANCED RETAIL SYSTEMS, INC.
an Idaho corporation

By: _____


William D. Long
President

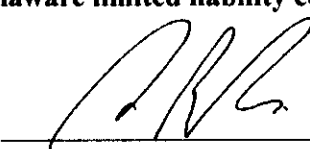
ATTEST:

By: _____


Gary R. Piva
Secretary

ADVANCED RETAIL SYSTEMS, LLC
a Delaware limited liability company

By: _____


Gary R. Piva
Manager

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**CERTIFICATE OF MERGER
OF**

ADVANCED RETAIL SYSTEMS, INC.
(an Idaho corporation)

WITH AND INTO

ADVANCED RETAIL SYSTEMS, LLC
(a Delaware limited liability company)

Pursuant to Section 30-1-1105 of the Idaho Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned adopt the following Certificate of Merger for the purpose of merging Advanced Retail Systems, Inc., an Idaho corporation ("**ARS Idaho**") with and into Advanced Retail Systems, LLC, a Delaware limited liability company ("**ARS Delaware**"):

FIRST: The name, jurisdiction, and date of formation of each of the business entities that is to merge are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
Advanced Retail Systems, Inc.	Idaho	December 16, 1983
Advanced Retail Systems, LLC	Delaware	February 25, 2004

SECOND: The Plan and Agreement of Merger, dated March 17, 2004 (the "**Agreement of Merger**"), merging ARS Idaho with and into ARS Delaware, substantially in the form attached hereto as **Exhibit A** and by this reference incorporated herein, was approved and executed by the unanimous consent of the boards of directors and the shareholders of each of the undersigned entities in the manner prescribed by the Idaho Business Corporation Act and the Delaware Limited Liability Company Act.

THIRD: ARS Delaware shall be the surviving entity after the merger of ARS Idaho with and into ARS Delaware (the “*Surviving Entity*”) pursuant to the Agreement of Merger. The name of the Surviving Entity shall remain Advanced Retail Systems, LLC.

FOURTH: As to ARS Idaho, One Hundred (100) shares were entitled to vote on and approved the Agreement of Merger. As to ARS Delaware, one (1) member was entitled to vote on and approved the Agreement of Merger. The approval of the Agreement of Merger was duly authorized by all action required by the laws of the states of Idaho and Delaware.

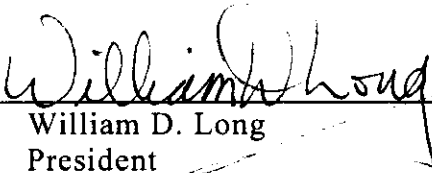
FIFTH: The Agreement of Merger is on file at the principal place of business of ARS Delaware, at 650 N. Armstrong Place, Boise, Idaho 83704.

SIXTH: A copy of the Agreement of Merger will be furnished on request, and without cost, to any person holding an interest in either of the undersigned entities.

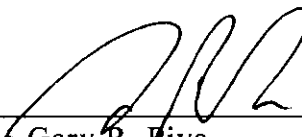
SEVENTH: The merger of the undersigned entities shall be effective upon the filing of the Certificate of Merger with the Delaware Secretary of State.

Dated the 17th day of March 2004.

ADVANCED RETAIL SYSTEMS, INC.
an Idaho corporation

By: 
William D. Long
President

ATTEST:

By: 
Gary R. Piva
Secretary

ADVANCED RETAIL SYSTEMS, LLC
a Delaware limited liability company

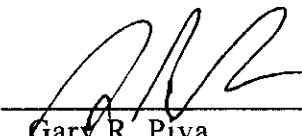
By: 
Gary R. Piva
Manager

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

See attached

3190743_1.DOC

PLAN AND AGREEMENT OF MERGER

By and Between

ADVANCED RETAIL SYSTEMS, INC., an Idaho corporation
and
ADVANCED RETAIL SYSTEMS, LLC, a Delaware limited liability company

This Plan and Agreement of Merger (this "*Agreement of Merger*") is made effective March 17, 2004, between Advanced Retail Systems, Inc., an Idaho corporation, and Advanced Retail Systems, LLC, a Delaware limited liability company.

RECITALS

A. Advanced Retail Systems, Inc. ("*ARS Idaho*") is a corporation incorporated and existing under the laws of the state of Idaho, its initial Articles of Incorporation having been filed in the Office of Secretary of State on December 16, 1983.

B. Advanced Retail Systems, LLC ("*ARS Delaware*") is a limited liability company organized and existing under the laws of the state of Delaware, its Certificate of Formation having been filed in the Office of the Secretary of State of Delaware on February 25, 2004.

C. The authorized capital stock of ARS Idaho consists of Five Thousand (5,000) shares of common stock with a par value of \$.01 per share, of which One Hundred (100) shares are issued and outstanding.

D. Section 30-1-1101 of the Idaho Business Corporation Act and Section 18-209 of the Limited Liability Company Act of the State of Delaware permit the merger of a Delaware corporation with and into a Delaware limited liability company.

E. The Board of Directors of ARS Idaho deems it advisable, and in the best interests of ARS Idaho and its shareholder, and the manager of ARS Delaware deems it advisable and, in the best interests of ARS Delaware and its member, that ARS Idaho be merged with and into ARS Delaware in the manner contemplated herein (the "*Merger*").

F. The Board of Directors of ARS Idaho has adopted resolutions approving the Merger and recommended that this Agreement of Merger be approved by the shareholder of ARS Idaho. The shareholder of ARS Idaho has adopted resolutions approving the Merger and this Agreement of Merger. The manager of ARS Delaware has approved the Merger and recommended that this Agreement of Merger be approved by the member of ARS Delaware. The member of ARS Delaware has adopted resolutions approving the Merger and this Agreement of Merger.

AGREEMENT

In consideration of the foregoing recitals and the mutual covenants and agreements contained herein, ARS Idaho and ARS Delaware hereby agree as follows:

ARTICLE 1.

1.1 The Merger. ARS Idaho and ARS Delaware shall be merged into a single limited liability company, in accordance with the applicable provisions of the law of Delaware. Merger shall be effective upon the filing of the Certificate of Mailing with the Delaware Secretary of State (the "*Effective Time*"). At the Effective Time, (a) ARS Idaho shall be merged with and into ARS Delaware, with ARS Delaware being the surviving entity of the Merger, and (b) the identity and separate existence of ARS Idaho shall cease, all of the rights, privileges, powers, properties, and assets of ARS Idaho shall be vested in ARS Delaware, and ARS Delaware shall assume and be subject to all of the liabilities of ARS Idaho, without further action by ARS Idaho or ARS Delaware, in accordance with the provisions of the Idaho Business Corporation Act and the Limited Liability Act of the State of Delaware.

1.2 Certificate and Articles of Merger. ARS Idaho and ARS Delaware shall cause a Certificate of Merger to be executed and filed, in accordance with the provisions of the Limited Liability Act of the State of Delaware, with the office of the Secretary of State of Delaware. ARS Idaho and ARS Delaware shall also cause Articles of Merger to be executed and filed, in accordance with the provisions of the Idaho Business Corporation Act, with the office of the Secretary of State of Idaho.

ARTICLE 2.

2.1 Organizational Documents; Name. The Certificate of Formation and the Limited Liability Company Agreement of ARS Delaware, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Formation and the Limited Liability Company Agreement of the limited liability company surviving the Merger. The name of the limited liability company surviving the Merger shall be Advanced Retail Systems, LLC.

ARTICLE 3.

3.1 ARS Idaho Common Stock. At the Effective Time, all of the outstanding shares of stock of ARS Idaho issued and outstanding immediately prior thereto, by virtue of the Merger and without any action by the parties, shall no longer be outstanding and shall automatically be cancelled and cease to exist, and each shareholder shall cease to have any rights with respect thereto.

3.2 ARS Delaware. At the Effective Time, the membership interest in ARS Delaware existing immediately prior thereto, without any action by the parties, shall remain unchanged and the rights of the sole member shall remain unchanged.

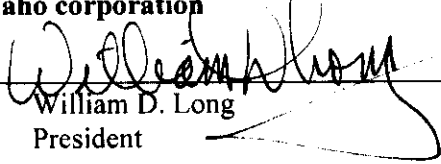
ARTICLE 4.

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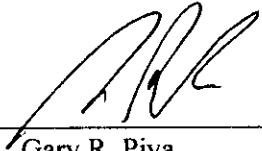
4.2 Section Headings. The section headings contained in this Agreement of Merger have been inserted for convenience of reference only and shall not affect the meaning or interpretation hereof.

The undersigned parties have executed this Agreement of Merger, as of the date first written above.

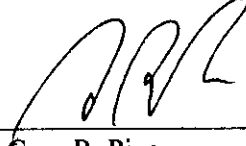
ADVANCED RETAIL SYSTEMS, INC.
an Idaho corporation

By: 
William D. Long
President

ATTEST:

By: 
Gary R. Piva
Secretary

ADVANCED RETAIL SYSTEMS, LLC
a Delaware limited liability company

By: 
Gary R. Piva
Manager

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