

FILED EFFECTIVE

ARTICLES OF MERGER
of
FHA Liquidating Corp., an Idaho corporation,
with and into
Champion Retail, Inc., a Michigan corporation

2005 JUN -1 PM 03:13

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

FIRST: The name of the surviving corporation in the merger is **Champion Retail, Inc.**, a corporation organized and existing under the laws of the state of Michigan. The name of the non-surviving corporation in the merger is **FHA Liquidating Corp.**, a corporation organized and existing under the laws of the state of Idaho.

SECOND: The following Plan of Merger was approved in the manner prescribed by law by each of the corporations participating in the merger:

See Plan of Merger attached hereto as Exhibit A and incorporated as a part hereof by reference.

THIRD: As to each of the undersigned corporations, the approval of whose shareholders is required, the number of outstanding shares of each class of such corporation entitled to vote as a class on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Shares Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
FHA Liquidating Corp.	2,000	Not Applicable	
Champion Retail, Inc.	1,000	Not Applicable	

FOURTH: As to each of the undersigned corporations, the number of shares voted for and against the plan of merger, respectively, and as to each class entitled to vote as a class, the number of shares of each such class voted for and against the plan of merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Shares Entitled to Vote as a Class</u>	
			<u>Voted For</u>	<u>Voted Against</u>
FHA Liquidating Corp.	2,000	-0-	Not Applicable	
Champion Retail, Inc.	1,000	-0-	Not Applicable	

FIFTH: The merger is permitted by the law of the state of incorporation of each foreign entity which is a party.

SIXTH: Each foreign entity which is a party has complied or shall comply with the applicable laws of its state of incorporation.

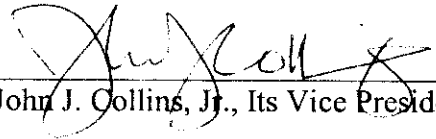
IDaho SECRETARY OF STATE
06/01/2005 05:00
CX: 50610 CT: 109870 BH: 813705
1 @ 30.00 = 30.00 MERGER # 2

C 98256

SEVENTH: These articles will be effective on July 2, 2005.

Dated May 25, 2005

CHAMPION RETAIL, INC.

By: 
John J. Collins, Jr., Its Vice President

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EXHIBIT A
PLAN OF MERGER

2005 JUN 13 PM 2:13

This Plan of Merger is made on May 16, 2005, between Champion Retail, Inc., a Michigan corporation ("Champion Retail"), AT Liquidating Corp., a Nevada corporation ("AT Liquidating"), FHA Liquidating Corp., an Idaho corporation ("FHA Liquidating"), HAA Liquidating Corp., an Arizona corporation ("HAA Liquidating"), HAC Liquidating Corp., a California corporation ("HAC Liquidating"), HAF Liquidating Corp., a Nevada corporation ("HAF Liquidating"), HAO Liquidating Corp., an Oklahoma corporation ("HAO Liquidating"), HAU Liquidating Corp., a Utah corporation ("HAU Liquidating") and HAW Liquidating Corp., a Wyoming corporation ("HAW Liquidating") (with Champion Retail, AT Liquidating, FHA Liquidating, HAA Liquidating, HAC Liquidating, HAF Liquidating, HAO Liquidating, HAU Liquidating and HAW Liquidating being collectively referred to as the "Constituent Corporations").

RECITALS

A. AT Liquidating, FHA Liquidating, HAA Liquidating, HAC Liquidating, HAF Liquidating, HAO Liquidating, HAU Liquidating and HAW Liquidating have agreed to merge with and into Champion Retail according to the terms set forth in this Plan of Merger.

B. The respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of each corporation and its respective stockholders that AT Liquidating, FHA Liquidating, HAA Liquidating, HAC Liquidating, HAF Liquidating, HAO Liquidating, HAU Liquidating and HAW Liquidating be merged with and into Champion Retail in the manner contemplated in this Plan of Merger, and the respective boards of directors and shareholders of the Constituent Corporations have adopted resolutions approving this Plan of Merger and the Merger and any related transactions (the "Merger").

For the purpose of stating the terms and conditions of the Merger; the mode of carrying the Merger into effect; the manner of converting the shares of common stock of AT Liquidating, FHA Liquidating, HAA Liquidating, HAC Liquidating, HAF Liquidating, HAO Liquidating, HAU Liquidating and HAW Liquidating issued and outstanding immediately before the effective time of the Merger into shares of common stock of Champion Retail; and the other terms and provisions of the Merger that the parties deem desirable, the parties hereby agree as follows:

ARTICLE I

In accordance with the laws of the state of Michigan, AT Liquidating, FHA Liquidating, HAA Liquidating, HAC Liquidating, HAF Liquidating, HAO Liquidating, HAU Liquidating and HAW Liquidating, which will sometimes be referred to in this Plan of Merger as the "Non-Surviving Corporations", will be merged with and into Champion Retail, which shall sometimes be referred to in this Plan of Merger as the "Surviving Corporation".

The Surviving Corporation shall continue to be governed by the laws of Michigan.

ARTICLE II

The merger shall become effective on July 2, 2005 at 11:59:00 p.m. pursuant to the Michigan Business Corporation Act (MBCA). The time when the merger becomes effective shall be the "Effective Time of the Merger" referred to in this Plan of Merger.

ARTICLE III

- A. Champion Retail has issued and outstanding 1,000 shares of common stock, no par value.
- B. AT Liquidating has issued and outstanding 1,000 shares of common stock, no par value.
- C. FHA Liquidating has issued and outstanding 2,000 shares of common stock, \$1.00 par value per share.
- D. HAA Liquidating has issued and outstanding 10,000 shares of common stock, no par value.
- E. HAC Liquidating has issued and outstanding 10,000 shares of common stock, no par value.
- F. HAF Liquidating has issued and outstanding 1,000 shares of common stock, no par value.
- G. HAO Liquidating has issued and outstanding 1,000 shares of common stock, \$10.00 par value per share
- H. HAU Liquidating has issued and outstanding 1,000 shares of common stock, no par value.
- I. HAW Liquidating has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share

All the shares of common stock are entitled to vote on the Merger.

ARTICLE IV

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders:

- (1) Each issued and outstanding share of the common stock of Champion Retail shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, no par value, of the Surviving Corporation.
- (2) Each issued and outstanding share of common stock of AT Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.
- (3) Each issued and outstanding share of common stock of FHA Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(4) Each issued and outstanding share of common stock of HAA Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(5) Each issued and outstanding share of common stock of HAC Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(6) Each issued and outstanding share of common stock of HAF Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(7) Each issued and outstanding share of common stock of HAO Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(8) Each issued and outstanding share of common stock of HAU Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(9) Each issued and outstanding share of common stock of HAW Liquidating shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

ARTICLE V

Except as specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights, immunities, articles of incorporation, and bylaws of Champion Retail shall continue for the Surviving Corporation unaffected and unimpaired by the Merger, and the corporate franchises, existence, and rights of the Non-Surviving Corporations, shall be merged into Champion Retail and Champion Retail shall, as the Surviving Corporation, be fully vested therewith.

The officers and directors of the Surviving Corporation shall be as follows:

Directors:	John J. Collins, Jr.	
Officers:	Phyllis A. Knight	President / CFO & Treasurer
	John J. Collins, Jr.	VP / Secretary & General Counsel
	Jimmy Paul	Assistant Treasurer
	Nick Haratsaris	Assistant Treasurer

At the Effective Time of the Merger, the separate existence of the Non-Surviving Corporations will cease, and in accordance with the terms of this Plan of Merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations. All rights, privileges, powers, and franchises of each of the Constituent Corporations, all property, real, personal, and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Entity shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be the property of the Surviving Corporation as they were of the

respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Entity, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the Merger, and all debts, liabilities, and duties of each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI

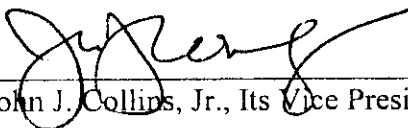
From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, the Non-Surviving Corporation shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Corporation, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Corporation and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in article V of this Plan of Merger and otherwise to carry out the intent and purposes of this Plan of Merger.

ARTICLE VII

For the convenience of the parties to this Plan of Merger and to facilitate the filing and recording of this Plan of Merger, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

The presidents and vice president of the Constituent Corporations have signed this Plan of Merger on the date written on the first page of this Plan of Merger.

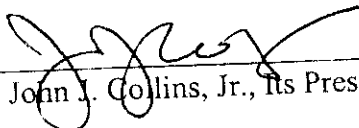
CHAMPION RETAIL, INC.

By: 
John J. Collins, Jr., Its Vice President

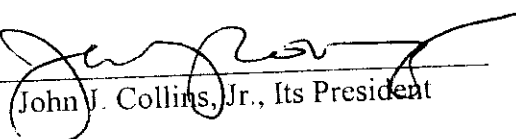
AT LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

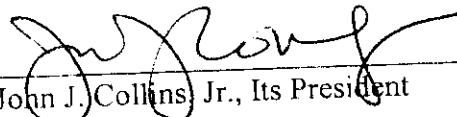
FHA LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

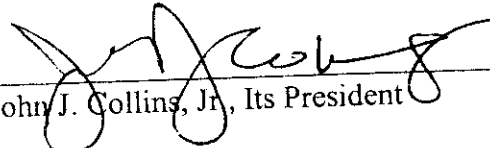
HAA LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

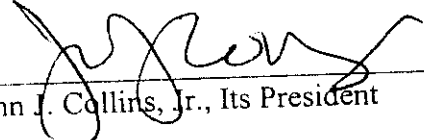
HAC LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

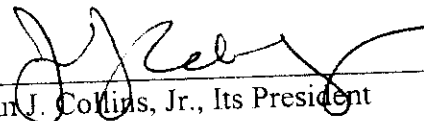
HAF LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

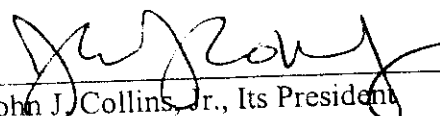
HAO LIQUIDATING CORP.

By: 
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HAU LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President

HAW LIQUIDATING CORP.

By: 
John J. Collins, Jr., Its President