



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ADVANCED RETAIL SYSTEMS, INC.

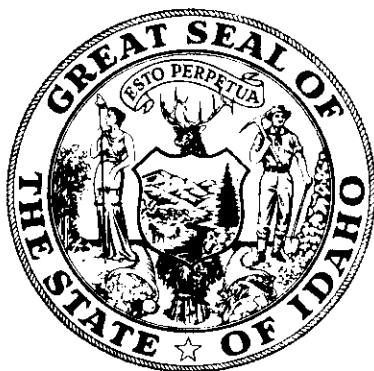
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ADVANCED RETAIL SYSTEMS, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated ***August 19***, 19 ***81***.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
ADVANCED RETAIL SYSTEMS, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons of full age and citizens of the United States, do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation pursuant to the Business Corporation Act of Idaho for the purposes hereinafter stated.

I.

The name of this corporation is:

ADVANCED RETAIL SYSTEMS, INC.

II.

This corporation shall have perpetual existence.

III.

The location and post office address of the registered office and agent is 350 G Street, Idaho Falls, Idaho 83401. The name of the registered agent is Alfred O. Walton, Jr.

IV.

The purposes for which this corporation is formed are:

(a) To purchase, sell, lease, rent, distribute, manufacture, repair and deal in, at stores, warehouses or other locations to be conducted by the corporation, all types and kinds of office equipment, furniture, machinery, allied supplies and general merchandise items associated therewith, usually handled in the office machinery or office supply business or reasonably related or incidental thereto, and to conduct the same as a retail business, or wholesale business, and further, to operate and conduct all businesses incidental thereto.

(b) To conduct and carry on all and any of the business of manufacturers, merchants, both wholesale and retail, importers or exporters, without limitation as to the class of products and merchandise, and to act as agent, factor, broker, middleman, founder or in any capacity for manufacturers of or dealers in all types and kinds of office equipment, furniture, machinery, allied supplies, and general merchandise items associated therewith, usually handled in the office machinery or office supply business or reasonably related or incidental thereto, and commodities and merchandise of every kind and description, and to employ agents, brokers, salesmen, employees or servants for carrying on any of the business of the corporation, and to engage in and conduct any and all lines of mercantile business, either as principal or as agent for others or on commission, royalty, consignment or otherwise.

(c) To establish, maintain, own and operate and/or lease stores, warehouses and offices and other places of operation of the business or places of trading and dealing in or with and otherwise handling or distributing all types and kinds of office equipment, furniture, machinery, allied supplies, and general merchandise items associated therewith, usually handled in the office machinery, or office supply business, or reasonably related or incidental thereto, and to operate all other facilities suitable or convenient in connection with the business of the corporation.

(d) To buy, or otherwise acquire, own, hold, manage, control, sell, convey, mortgage, pledge, lease, exchange, and otherwise deal in land, buildings, machinery and equipment, and other property of every kind and nature, for the operation of the business, and all businesses incidental thereto.

(e) To purchase, acquire, hold, own, lease and operate all such real and personal property as this corporation may require, together with any and all allied businesses or operations, and with the appurtenances thereto, as may be necessary or convenient to accomplish the purposes of the corporation.

(f) To sell, convey, assign, transfer, exchange, lease, mortgage, hypothecate, or otherwise dispose of, such real and personal property and business as may be owned by the corporation, and to do all things necessary to accomplish such purposes. Such sales, except in event of sale of the entire business of the corporation, may be made upon the authorization of the Board of Directors, without submitting same to a vote of the stockholders.

(g) To take in the name of this corporation promissory notes, bonds, stocks, debentures, contracts, or other evidences of indebtedness, secured or unsecured, in the course of its business, and to exercise in respect thereto any and all rights, powers and privileges of ownership.

(h) To borrow money in the name of the corporation and issue therefor the contracts, debentures, obligations, notes or bonds of this corporation and to secure the same by mortgages, conditional sales contracts, pledges or trust deeds upon any of its corporate property, real or personal, without limit to amount.

(i) To have and maintain offices and do business in such other states and countries as the directors in their discretion shall determine.

(j) To sue, and be sued; and to adopt and use a corporate seal.

(k) To make all necessary contracts for the carrying on of its business, and to do any and all things necessary, suitable, convenient or proper, in conducting its business

or any extension thereof or for the attainment of any of its objects, as the directors may from time to time determine.

(l) To enter into any kind of contract or agreement, bonus, or profit sharing plan with its officers and employees that the corporation may deem advantageous or expedient, or to otherwise pay or reward said persons for their services as the directors may deem fitting.

(m) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(n) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(o) The various clauses enumerated in this statement of purposes shall be construed as both purposes and powers, and the provisions contained in each statement shall be in nowise limited or restricted by inference from, or reference to, the terms of any other statement, but shall be regarded as separate and independent purposes and powers; and no recitation, expression, or statement of specific or special powers or purposes herein set forth shall be deemed to be exclusive, and it is hereby stated and declared that all other lawful powers not inconsistent to those herein set forth are included.

This corporation shall have all rights and privileges as now or hereafter may be given to corporations by the laws of the State of Idaho.

V.

The total authorized number of par value shares of stock is 25,000 shares of stock at the par value of \$1.00 each, making an aggregate of \$25,000.00, which said stock shall not be issued until fully paid for, and when so issued shall be non-assessable.

VI.

The number of directors of this corporation shall not be less than three, nor more than seven, the number to be established by the by-laws. The Board of Directors of the corporation shall have power to amend and repeal the by-laws of the corporation and to adopt new by-laws.

VII.

This corporation reserves the right to at any time amend, alter, change, or repeal any of the Articles and provisions contained herein in the manner now or hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon stockholders hereby granted are subject to this reservation.

VIII.

The names and post office addresses of the incorporators and number of shares subscribed by each are as follows:

E. P. "Jack" Holladay	350 G Street Idaho Falls, Idaho 83401	4900 shares
Alfred O. Walton, Jr.	350 G Street Idaho Falls, Idaho 83401	3900 shares
Mike R. Walton	350 G Street Idaho Falls, Idaho 83401	1000 shares
Carol H. Nixon	3331 Brockbank Drive Salt Lake City, Utah 84117	200 shares

IX.

The Board of Directors of this corporation consist of:
E. P. "Jack" Holladay, Alfred O. Walton, Jr., and E. Wayne Holladay.

X.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

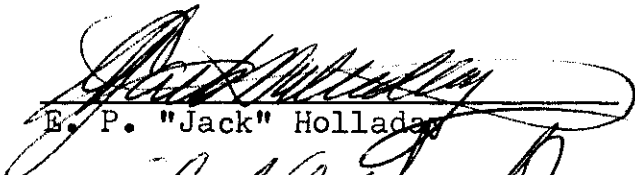
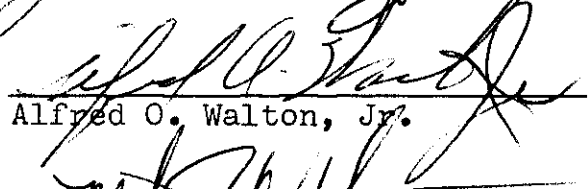
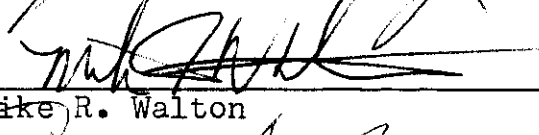
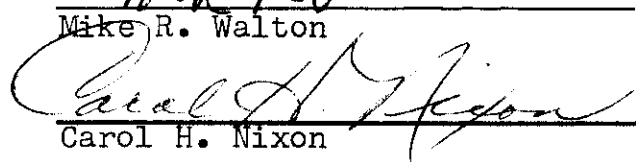
XI.

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. The corporation shall first offer such issue of stock or obligations to the stockholders of the corporation.

XII.

No contract or other transaction between the corporation and any other corporations and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this ____ day of August, 1981.

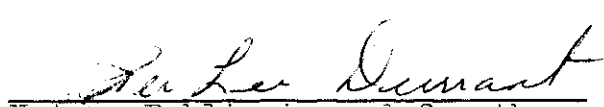

E. P. "Jack" Holladay

Alfred O. Walton, Jr.

Mike R. Walton

Carol H. Nixon

STATE OF IDAHO)
 :
County of Bonneville)

On this ____ day of August, 1981, before me, a Notary
Public in and for said State, personally appeared E. P. "Jack"
Holladay, Alfred O. Walton, Jr., Mike R. Walton and Carol H. Nixon
known to me to be the persons whose names are subscribed to the
foregoing document, and acknowledged to me that they executed
the same.

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

(S E A L)


Notary Public in and for the
State of Idaho
Residing at Idaho Falls, Idaho

My commission expires:
9-11-84