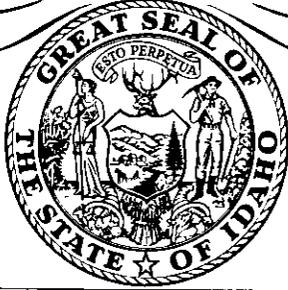


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

INTERSTATE LEASING CORPORATION

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Nineteenth** day of **September** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **September** 19 **62**, a designation of **J.L.Eberle or T.H.Eberle or W.D.Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **19th** day of **September**, A.D. 19 **62**.

Secretary of State.

CERTIFICATE OF INCORPORATION

of

INTERSTATE LEASING CORPORATION

Pursuant to Article Two of the Stock Corporation Law

8794-89-1

CERTIFICATE OF INCORPORATION

of

INTERSTATE LEASING CORPORATION

Pursuant to Article Two of the Stock Corporation Law

We, the undersigned, for the purpose of forming a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the corporation shall be

INTERSTATE LEASING CORPORATION

SECOND: (a) The purposes for which the corporation is to be formed are:

1. To purchase, contract for, rent, lease, exchange, and deal in and with trade fixtures, furniture, store appliances, store equipment, store fronts, air conditioning equipment and any and all other improvements and appliances necessary or useful in connection with or accessory to the operation of retail stores of any type or description.

2. To conceive, develop, adopt, apply for, obtain, register, purchase, lease, take licenses with respect to and otherwise acquire, ~~to~~ maintain, protect,

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hold, own, use, operate, introduce, exercise, exploit and otherwise control, to pledge, sell, assign, grant, grant licenses and other rights with respect to, and otherwise dispose of and to generally deal in and with any ideas, copyrights, trademarks, tradenames, advertising catch-words, designs, labels, picturizations, distinctive marks, program formats, manuscripts, dramatic and literary works, musical compositions, merchandising plans, inventions, improvements, processes, patents, applications for patents, formulae, licenses, and similar rights of any and all kinds, whether or not granted, registered or established by or under the laws of the United States or of any state, country or place.

3. To take, buy, purchase, exchange, hire, take on lease and sublease, and otherwise acquire real estate, real property and leaseholds, either improved or unimproved, and any and all interests and rights therein and thereto, located in any part of the world, and to own, hold, possess, occupy, use, operate, improve, mortgage and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of, control, maintain, manage, develop and generally deal in and with the same.

4. To purchase, lease and otherwise acquire, erect, construct, make, maintain, improve, rebuild, enlarge, alter, equip, furnish, operate, manage, control, sell, mortgage, lease

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and otherwise dispose of and turn to account, and aid in or subscribe toward, the erection, construction, making, improvement, maintenance and operation of, any and all kinds of offices, buildings, works and structures of every kind and description.

5. To make, manufacture, compound, construct, extract, produce, prepare, refine, acquire, experiment with, hold, use, equip, repair, remodel, develop, improve, operate, buy, sell, lease, hire, pledge, mortgage, install, import, export, speculate in and generally deal in and with any and all kinds of personal property and any and all interests and rights therein and thereto without limitation as to type or amount.

6. To such an extent as a corporation organized under the New York Stock Corporation Law may then lawfully do, but not otherwise, to purchase, subscribe for and otherwise acquire, underwrite, obtain an interest in, own, hold, mortgage, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, trade and otherwise dispose of, and in all ways deal in and with, all forms of securities, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, evidences of indebtedness, certificates

8794-89-1

of indebtedness, certificates of interest, part-paid receipts and allotment certificates, land trust certificates, warrants, rights, scrip, commercial paper (except bills of exchange), bonds in action and other obligations and securities of any nature howsoever evidenced, issued or created by any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in any part of the world and organized under any laws, foreign or domestic, to acquire and become interested in any such securities by original subscription, underwriting, participation in syndicates and otherwise, conditionally or otherwise, and either with a view to investment or for resale or for any other lawful purpose, and irrespective of whether fully paid or subject to further payments or assessments; to exercise in respect of any such securities any and all rights, powers and privileges of individual ownership and interest therein, including the right to vote thereon and to consent and to otherwise act with respect thereto; to pay any assessments that may be levied upon any such securities; to receive, collect and dispose of interest, dividends, rights, profits, income and

8794-89-

emoluments of any kind whatsoever from any such securities and transactions; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any such securities, or designed to accomplish any such purpose, and to aid by loan, subsidy, guaranty or in any other manner those issuing, creating or responsible for any of such securities.

7. To purchase, hold, cancel, reissue, sell, resell, pledge, transfer and otherwise dispose of shares of its own capital stock (so far as may be permitted by law) and its own bonds, debentures, notes, warrants, rights, script or other obligations or securities of any nature, howsoever evidenced.

8. To promote, finance, aid and assist, financially and otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or other entity, located in any part of the world or organized under any laws, foreign or domestic, any stock or security of which is held directly or indirectly by or for the Corporation, or for the Corporation, or in the business, financing or welfare of which the Corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise

8794-89-5

the payment of the principal of or interest or dividends on or sinking fund payments with respect to any such security of any such entity or any other payments whatsoever to be made by it; and to join in any reorganization with respect to any such entity; all to the extent that the same may be permitted by the laws pursuant to which the Corporation is formed or by any other law now or hereafter applicable to the Corporation.

9. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, mercantile, manufacturing, mining, natural resources extracting or industrial enterprise, business, work, contract, undertaking, venture and operation, in any part of the world; and for any such purpose to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of real estate, plants, equipment, inventory, merchandise, services, materials, stock, good will, rights, franchises, patents, trademarks, and trade names and other properties and assets of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations and other entities located in any part of the world or organized under any laws, foreign or domestic, to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize

their capital and participate in any way in their affairs; and to take over as a going concern and to continue in its own name any business so acquired the operation of which would be permitted under any provision of this certificate; all to the extent that the same lawfully may be permitted by the laws pursuant to which the Corporation is formed or by any other law now or hereafter applicable to the Corporation.

10. For any purpose, upon any terms and without limit, to borrow or raise money and to issue, draw, make, accept, sell and dispose of bonds, debentures, notes, drafts, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the Corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests or franchises of the Corporation, whether owned by it at the time or thereafter acquired, or to give other security therefor.

11. To pay for any property, securities, rights or interests acquired by or services performed for the Corporation in cash or other property, rights or interests held by the Corporation, or by issuing and delivering in exchange therefor its own stock, bonds, debentures, notes, warrants for stock, certi-

8194-69-5

ificates of indebtedness or other obligations or securities
howsoever evidenced.

12. In connection with any sale, conveyance, issue
or exchange, permitted by law, of its own securities or of all,
or any interest in or part of, the property, rights, privileges
and franchises of the Corporation, including its good will, to
accept payment therefor in whole or in part in property con-
sisting of or including stock, bonds, debentures, notes, war-
rants for stock, certificates of indebtedness or other obliga-
tions or securities, howsoever evidenced, of any corporation,
joint stock company, trust, firm or association.

13. To carry on all or any part of its business,
objects or purposes as principal, factor, agent, broker, dealer,
commission merchant, selling agent, contractor or otherwise,
either alone or associated with any corporation, association,
partnership, firm, trustee, syndicate, individual, combination,
organization or entity whatsoever, located in any part of the
world or organized under any laws, foreign or domestic.

14. In carrying on its business and for the purpose
of furthering its objects and purposes, to enter into and per-
form agreements and contracts of any nature with any government,
state, territory, district, municipality, political or govern-
mental division or subdivision, body politic, corporation,

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association, partnership, firm, trustee, syndicate, individual combination, organization or entity whatsoever, located in any part of the world or organized under any laws, foreign or domestic.

15. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of New York and in any other part of the world, and to maintain one or more offices and agencies either within the State of New York or in any other part of the world.

16. To do any or all things herein set forth to the same extent and as fully as natural persons might or could do, and to do any and all other acts and things necessary, appropriate or convenient for the furtherance of or incidental to the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred, and to do all such acts and things, either directly or through subsidiaries, agents or others.

17. (a) To do each and every necessary, suitable, convenient or proper thing for the accomplishment of any of the purposes and the attainment of any and all of the objects hereinbefore enumerated or incidental to the powers herein named, or which shall at any time appear conducive thereto or expedient for the protection or benefit of the Corporation, either as holder of or as interested in any property or otherwise.

8794-31-10

(b) The foregoing clauses shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the Corporation by law, or to limit or restrict the meaning of the general terms of such clauses, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

(c) Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of New York or of any other state, or of any territory, dependency or foreign country, in which the Corporation may carry on business, shall not invalidate any other purpose, power or object not so prohibited, by reason of its contiguity or apparent association therein.

8194-89-20

THIRD: The total number of shares that may be issued by the corporation is One Thousand (1,000), all of which are to be without par value and all of which are to be of the same class.

FOURTH: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto.

FIFTH: No holder of any stock of the Corporation of any class now or hereafter authorized shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any part paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, receipts, certificates, securities, warrants or other instruments be unissued, or issued and thereafter acquired by the Corporation; and any such shares, receipts, certificates, securities, warrants

or other instruments may be offered from time to time to holders of any class or classes of stock or others to the exclusion of the holders of any or all other classes of stock at the time outstanding.

SIXTH: The office of the Corporation is to be located in the City of New York, County of New York, State of New York, and the address within the State to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon it is 47 West 34th Street, New York, N. Y.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The number of directors of the Corporation shall be not less than three nor more than nine and the number of directors to be chosen within such limits shall be fixed by the by-laws of the Corporation. No director need be a stockholder. Any director may be removed from office either for or without cause at any time by the affirmative vote of the stockholders of record holding a majority of the outstanding shares of Common Stock at a meeting of the stockholders called for the purpose.

87-94-89-13

NINTH: The names and post-office addresses of the directors until the first annual meeting of stockholders are:

Robert S. Groban	270 Park Avenue	New York 17, N. Y.
Lorraine G. Stuart	270 Park Avenue	New York 17, N. Y.
Lawrence E. Brinn	270 Park Avenue	New York 17, N. Y.

TENTH: The names and post-office address of each subscriber of this Certificate of Incorporation and a statement of the number of shares of Common Stock which each agrees to take care:

Name	Post Office Address	Number of Shares
Robert S. Groban	270 Park Avenue New York 17, N. Y.	
Lorraine G. Stuart	270 Park Avenue New York 17, N. Y.	
Lawrence E. Brinn	270 Park Avenue New York 17, N. Y.	

ELEVENTH: In case the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm or association of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are stockholders, directors, officers, or employees, such contracts or transactions shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interest

27,94-89-14

therein which are or might be adverse to the interests of the Corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the Corporation upon such contract or transaction, provided, however, that in any such case the fact of such interest shall be disclosed or known to the other directors or stockholders acting upon or in reference to such contract or transaction. No director or directors having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. The provisions of this Article shall not be construed to invalidate or in any way affect any contract or other transaction which otherwise would be valid under the common or statutory law applicable thereto.

ARTICLE VII. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reserva-

8494-89-15

THIRTEENTH: All of the subscribers of this Certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

FOURTEENTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate, this 21st day of July, 1954.

Robert S. Cohen

Kenneth P. Smith

Samuel J. Green

44-89-16

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

On this 21st day of July, 1954, before me personally came ROBERT S. GROGAN, LORRAINE G. STUART and LAWRENCE E. BRIDEN, to me known to be the persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

John A. Kelly
Notary Public
Notary Public in the State of New York
Qualified by Senate Council
No. 02-04297-11
Columbia Trust Co. of N.Y. & N.J., Inc., N.Y. City, N.Y.
Commission Expires March 30, 1955

8794-89-17

CERTIFICATE OF CHANGE OF ADDRESS

of

INTERSTATE LEASING CORPORATION

(Exact name of Corporation)

The undersigned business corporation, having heretofore designated the Secretary of State of the State of New York as its agent upon whom process in any action or proceeding against it may be served within the State of New York, hereby certifies pursuant to section 24 of the Stock Corporation Law:

That the address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law after the filing of this certificate, is

120 Broadway, Room 332

(Street and Number)

New York City

(City, Village or Town)

New York

(State)

In Witness Whereof, such corporation has caused this certificate to be executed in its corporate name and under its corporate seal, by LORRAINE G. STUART

(Name of officer)

Secretary

(Here insert title of office: either president, vice-president, secretary or treasurer)

INTERSTATE LEASING CORPORATION

(Have exact corporate name typed here)

By Lorraine G. Stuart

(Signature of officer)

STATE OF NEW YORK

COUNTY OF NEW YORK

On the 14th day of September, 1954, before me personally appeared

LORRAINE G. STUART

to me personally known and known to me to be person described in and who executed the foregoing certificate, and he thereupon acknowledged to me that he executed the same for the uses and purposes therein mentioned.

PETER F. DE GAETANO
Notary Public, State of New York
No. 24-68888
Qualified in Kings County
Filed with New York County Clerk
on Expires March 28, 1955

Peter F. De Gaetano
Notary Public

County of NEW YORK

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the Notary Public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.

This certificate is to be forwarded to the Corporation Division, Department of State, Albany, N. Y., accompanied by \$2.00 in payment of the filing fee.

8818-64-1