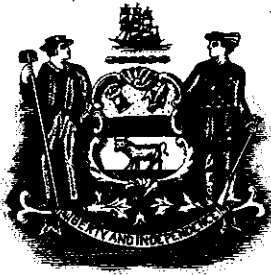


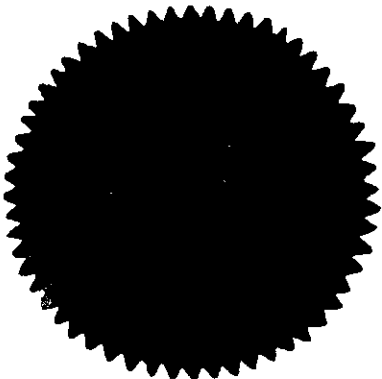
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "WEISFIELD'S, INC.", a corporation
organized and existing under the laws of the State of Delaware,
merging the "S. & S. DRUG CO.", a corporation organized and existing
under the laws of the State of Washington, pursuant to Section 253
of the General Corporation Law of the State of Delaware, as received
and filed in this office the twentieth day of November, A.D. 1968,
at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this ^{twentieth} day
of November in the year of our Lord
one thousand nine hundred and sixty-eight.



Elisha C. Dukes

Secretary of State

H. F. Louns

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER OF
S. & S. DRUG CO. INTO WEISFIELD'S, INC.

In order to effectuate the merger of S. & S. Drug Co., a Washington corporation, into Weisfield's, Inc., a Delaware corporation, pursuant to Section 253 of Title 8 of the laws of the state of Delaware, and Section 23A.20.050 of the Revised Code of Washington, the undersigned Richard Weisfield and S. D. Herman, as president and secretary, respectively, of Weisfield's, Inc., do hereby certify as follows:

- (a) The number of outstanding shares of S. & S. Drug Co. is 1,749 shares, consisting of one class, owned by Weisfield's, Inc., the surviving corporation.
- (b) The board of directors of Weisfield's, Inc. at a meeting duly convened and held on November 4, 1968, unanimously adopted the following resolution:

RESOLVED, that S. & S. Drug Co., a wholly owned subsidiary of Weisfield's, Inc. be merged into Weisfield's, Inc. as the surviving corporation pursuant to the following plan of merger:

- (1) Weisfield's, Inc., a Delaware corporation is the parent corporation of S. & S. Drug Co., a Washington corporation; and owns and holds all of the issued and outstanding stock of that subsidiary.
- (2) S. & S. Drug Co. is hereby merged with and into Weisfield's, Inc. as of December 31, 1968.
- (3) All of the assets of S. & S. Drug Co. of every kind, character and description shall be transferred and set over in kind to Weisfield's, Inc. as of December 31, 1968.
- (4) Upon such transfer of assets, all the capital stock of S. & S. Drug Co. shall be surrendered and cancelled, and the existence of that corporation shall terminate.

BE IT FURTHER RESOLVED, that the corporate officers be and hereby are authorized to execute and file on behalf of this corporation any and all instruments necessary to effect this merger under Sec. 253 of Title 8 of the laws of the state of Delaware, and Sec. 23A.20.050 and Sec. 23A.20.070 of the Revised Code of Washington.

IN WITNESS WHEREOF we have hereunto set our hands and seal of the corporation this 6th day of November, 1968.

Richard Weisfield

S. D. Herman

STATE OF WASHINGTON)
) ss.
COUNTY OF K I N G)

I, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, do hereby certify that on this 11th day of November, 1968 before me personally appeared RICHARD WEISFIELD and S. D. HERMAN, to me known to be the president and secretary, respectively, of WEISFIELD'S, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of the corporation, for the uses and purposes therein mentioned, and on oath both stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of the corporation, and that the facts stated therein are true.

WITNESS my hand and official seal hereto affixed
the day and year in this certificate above written.

Notary Public in and for the
State of Washington, residing
at Seattle.