107276-93790.

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION
OF

SUPER CLOSEOUTS, LTD.

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 the above named corporation, 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: November 21, 1990

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

by: Elizabeth M. Zabala

CIP 185

GARY L. MORGAN, P.A.
ATTORNEY AT LAW
1124 ALBANY STREET
CALDWELL, IDAHO 83605-3598
TELEPHONE (208) 459-6376

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ARTICLES OF INCORPORATION

OF

SUPER CLOSEOUTS, LTD.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States of America, and being persons of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a domestic corporation under and pursuant to the laws of the State of Idaho, and do hereby certify as follows:

FIRST: The name of this corporation shall be Super Closeouts, Ltd.

SECOND: The purposes for which this corporation is formed are as follows:

A. To engage in any lawful business activity for which corporations may be organized under the laws of the State of Idaho including, but not limited to, operating a retail store specializing in home decorating and gifts.

B. To do and perform any act, matter or anything necessary, proper or convenient for the accomplishment of the purpose of the corporation.

THIRD: The period of existence and duration of the life of this corporation shall be perpetual.

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ATTORNEY AT LAW
114 ASHANT STREET
CALDWELL, IDAHO 83605-3598
TELEPHONE (208) 459-6376

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho shall be 710 Main Street, Caldwell, Idaho, 83605.

The location, post office address and name of the registered agent of the corporation shall be George E. Ellison, 710 Main Street, Caldwell, Idaho, 83605.

FIFTH: This corporation is authorized to issue two (2) classes of shares of capital stock to be designated as "common" stock and "preferred" stock. The total number of common shares which this corporation shall be authorized to issue is ONE THOUSAND shares, said common shares having **no par value.** The total number of preferred shares which this corporation shall be authorized to issue is ONE MILLION shares, said preferred shares having a par value of $1.00 per share.

SIXTH: The name and post office address of each of the incorporators of this corporation are as follows:

1. Lynn C. Myers
   9460 W. Peoria Ave.
   Peoria, Arizona 85345

2. George E. Ellison
   710 Main St.
   Caldwell, Idaho 83605

The incorporators hereinabove named shall constitute the initial Board of Directors of the corporation until their successors be duly elected and qualified.

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SEVENTH: The capital stock of the corporation shall be non-assessable and the private property of the shareholders of this corporation who shall not be liable for the debts, obligations and liabilities of this corporation.

EIGHTH: The number of Directors of this corporation shall be at least two (2) and such additional number as the Directors may determine from time to time by the By-Laws of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 8th day of November, 1990.

Lynn C. Myers

Lynn C. Myers

George E. Ellison

George E. Ellison
Incorporators

STATE OF ARIZONA)
)ss.
County of MARICOPA)

On this 8 day of November, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared LYNN C. MYERS, known to me to be the person whose name

is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Notary Public for ARIZONA
Residing at PEORIA
My Commission Expires: 3/1/94

STATE OF IDAHO)
)ss.
County of Canyon)

On this 5th day of November, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE E. ELLISON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, and day and year in this certificate first above written.

Pamela J. Ponchetti
Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 7-21-94

GARY L. MORGAN, P.A.
ATTORNEY AT LAW
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