

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MARKET BASKET, 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 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: January 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zekala*

ARTICLES OF INCORPORATION OF
MARKET BASKET, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each and all being natural persons of full age have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be MARKET BASKET, INC.

ARTICLE II

The purpose and objects for which this corporation is formed are:

1. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes and to generally deal in groceries and grocery products suitable for public consumption.

2. To purchase and acquire its own stock as well as the stock in any other corporation whose stock is owned by the same or largely the same stockholders.

3. To engage in the transaction of any and all lawful business for which corporations may be incorporated pursuant to the provisions of the Idaho Business Corporation Act.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The number of shares of which the corporation is authorized to issue is 10,000 shares. The aggregate par value of such shares is \$1,000,000.00 and the par value of each share is \$100.00.

ARTICLE V

Provisions denying preemptive rights are: NONE.

ARTICLE VI

The address of the initial registered office of the corporation is: Highway 20 and Soldier Road, Fairfield, Idaho, 83327 and the name of its initial registered agent at such address is William F. Stewart.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Opal L. Stewart
P.O. Box 285
Fairfield, ID 83327

William F. Stewart
P.O. Box 285
Fairfield, ID 83327

Provided, however, that any greater or lesser number of directors may be provided for by the By-Laws of said corporation.

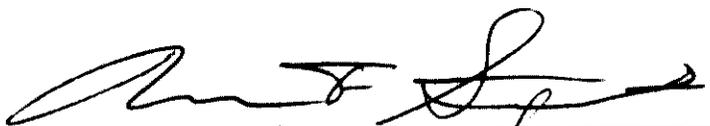
ARTICLE VIII

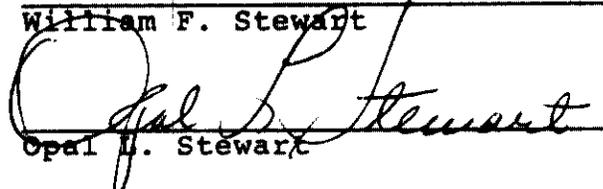
The name and address of each incorporator is:

Opal L. Stewart
P.O. Box 285
Fairfield, ID 83327

William F. Stewart
P.O. Box 285
Fairfield, ID 83327

IN WITNESS WHEREOF, we have hereunto set our hands this 22nd
day of December, 1989.



William F. Stewart


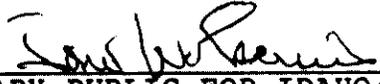
Opal L. Stewart

ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
County of Camas)

On this 22nd day of December, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM F. STEWART and OPAL L. STEWART, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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



NOTARY PUBLIC FOR IDAHO;
Residing at Fairfield, Idaho
Commission Expires: 1/28/1992