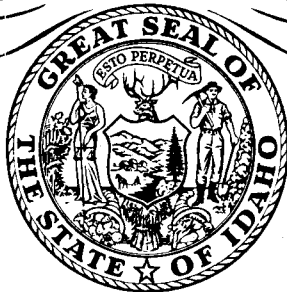


State of Idaho



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

8 TO 1 STORES, INC.

a corporation duly organized and existing under the laws of **Oregon** 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 **12th** day of **April** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **April** 1965, a designation of **A. R. Walls** in the County of **Bonner** 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 **12th** day of **April**, A.D. 19 **65**.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
.....8 TO 1 STORES, INC.....
with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that8 TO 1 STORES, INC.....
is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 18th day of March, 1965.

Frank J. Healy
Corporation Commissioner

By*Helene Krug*.....
Chief Clerk



~~Section 1.~~
The corporation shall not commence business until \$1000
has been received by it in consideration for the issuance of its
shares.

~~Section 2.~~
The address of the initial registered office of the cor-
poration is 101 Broadway Building, Portland 4, Oregon, and the
name of the initial registered agent at such address is L.A. Schoenke.

~~Section 3.~~
The names of persons constituting the initial board of
directors of the corporation are hereby set forth, and their names and addresses
are as follows:

1. James H. Smith, 101 N. W. Center, Portland, Oregon.
2. James H. Smith, 101 N. W. Center, Portland, Oregon.
3. William H. Smith, 101 N. W. Center, Portland, Oregon.
4. William H. Smith, 101 N. W. Center, Portland, Oregon.

~~Section 4.~~
The names and addresses of those on the incorporators herein
are as follows:

- (1) James H. Smith, 101 N. W. Center Street,
Portland, Oregon.
- (2) James H. Smith, 101 N. W. Center Street, Portland, Oregon.
- (3) James H. Smith, 101 N. W. Center Street,
Portland, Oregon.

Witness my hand and seal of the parties hereto this

5th day of _____ 19__

James H. Smith
James H. Smith
James H. Smith
-10-

[illegible]

... ..

[illegible]

SUBJECT: