

ARTICLES OF MERGER

MERGER of COUNTRY STORES, INC., an Idaho corporation, into
D and B SUPPLY COMPANY, INC., an Idaho corporation.

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SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 1101 of the Idaho Business Corporation Act, Idaho Code Sections 30-1-101 et. seq., the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

Country Stores, Inc., an Idaho corporation (the "Disappearing Corporation"); and
D and B Supply Company, Inc., an Idaho corporation (the "Surviving Corporation").

SECOND: The following Plan of Merger was approved by the shareholders of the Surviving Corporation and by the shareholders of the Disappearing Corporation in the manner prescribed by the Idaho Business Corporation Act.

PLAN OF MERGER

1. The intent of the Plan of Merger is to merge the Disappearing Corporation into the Surviving Corporation.
2. There shall be no merger unless the holders of a majority of the outstanding shares of each corporation consent to the merger.
3. The shareholders of the Disappearing Corporation shall surrender their shares of stock in the Disappearing Corporation in exchange for the issuance of shares of common stock in the Surviving Corporation. The number of shares of common stock of the Surviving Corporation to be received by the shareholders of the Disappearing Corporation shall be determined by the following formula:

For each share of common stock in the Disappearing Corporation outstanding as of the date of filing the Articles of Merger, one share of common stock in the Surviving Corporation shall be issued.

4. Upon receiving a copy of the Articles of Merger marked "Filed" by the Idaho Secretary of State pursuant to the terms of Idaho Code Section 30-1-1105, the Corporate Secretary of the Surviving Corporation shall request that the shareholders of the Disappearing Corporation redeem such shares of common stock in the Disappearing Corporation, and upon receiving such certificates, shall issue to the shareholders shares in the Surviving Corporation.

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THIRD: As to each of the undersigned corporations there is only class of shares which are authorized to be issued, which class is common stock.

FOURTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Country Stores, Inc. (Disappearing Corporation)	100	Common	100
D and B Supply Company, Inc. (Surviving Corporation)	100	Common	100

FIFTH: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:


<u>Name of Corporation</u>	<u>Voted in Favor</u>	<u>Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted in Favor</u>	<u>Voted Against</u>
Country Stores, Inc. (Disappearing Corporation)	100	0	Common	100	0
D and B Supply Company, Inc. (Surviving Corporation)	100	0	Common	100	0

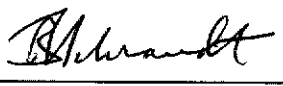
SIXTH: The effective date of this merger is December 31, 1997.

Dated this 1st day of December, 1997

COUNTRY STORES, INC.,
an Idaho corporation

D & B SUPPLY COMPANY, INC.,
an Idaho corporation

By: 
Richard J. Schrandt, President

By: 
Richard J. Schrandt, President