

Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ALLIED STORES CREDIT CORPORATION

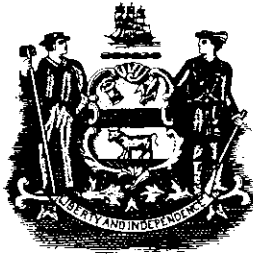
a corporation duly organized and existing under the laws of *Delaware* has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the *30th* day of *December* 19 *76*, a properly authenticated copy of its articles of incorporation, and on the *30th* day of *December* 19 *76*, a designation of *T.H. Eberle or R.B. Kading or J.R. Gillespie* in the County of *Ada* 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 *30th* day of *December*, A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



State of DELAWARE

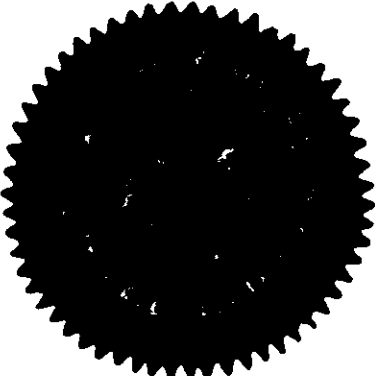
Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 12, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "ALLIED CREDIT CORPORATION", as received and filed in this office the sixth day of November, A.D. 1961, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "ALLIED CREDIT CORPORATION", as received and filed in this office the twentieth day of October, A.D. 1966, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "ALLIED CREDIT CORPORATION", as received and filed in this office the seventeenth day of January, A.D. 1967, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *first* _____ *day*
of _____ *December* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-six.*



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

be pledged or mortgaged or otherwise placed as security for the payment thereof, and to realize upon any of the foregoing or the properties securing the same.

b) To engage generally in the business of lending money either with or without security or collateral therefor.

c) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation.

e) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

g) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures

and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

i) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or commonwealths of or administered by the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, commonwealth or country.

j) To do all and anything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers, hereinbefore set forth, as principal, agent or factor, either alone or associated with other corporations, firms, or individuals, and to do any other act or acts, or things incidental or pertaining to, or growing out of, or connected with the aforesaid business, or powers, or any part or parts thereof, provided the same be not inconsistent with the law under which this corporation is organized, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any

other clause in this certificate of incorporation, but the objects, purposes and powers specified in each of the foregoing clauses of this article shall be regarded as independent objects, purposes and powers.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and each of such shares shall be without par value.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
S. H. Livesay	Wilmington, Delaware
J. F. Cook	Wilmington, Delaware
B. A. Pennington	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise by law or herein provided. Directors need not be stockholders.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

ELEVENTH. The number of directors of the corporation shall be fixed from time to time as may be provided in the by-laws, but shall never be less than three. In the case of an increase

in the number of directors at any time, the additional directors may be elected by the directors then in office, unless otherwise provided in the by-laws.

TWELFTH. None of the directors need be a resident of the State of Delaware.

THIRTEENTH. At each meeting of stockholders for the election of directors, the voting for directors need not be by ballot unless the by-laws of the corporation shall so provide.

FOURTEENTH. Meetings of stockholders may be held outside the State of Delaware. Meetings of directors may be held outside the State of Delaware. The books of the corporation may be kept (subject to any provisions contained in the Delaware statutes or the statutes of any state in which the corporation may qualify) outside the State of Delaware, at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. The Board of Directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or as authorized by the Board of Directors.

FIFTEENTH. No holder of stock of any class of the corporation shall have any preemptive or preferential right to

subscribe or purchase any shares of any class or stock of the corporation, whether now or hereafter authorized, or any preemptive or preferential right to subscribe or purchase any obligation or security convertible into stock of the corporation issued or sold, whether or not exchangeable for any stock of the corporation of any other class or classes, other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such prices as the Board of Directors may from time to time fix.

SIXTEENTH. Any director or directors of the corporation may vote and act upon any matter, contract or transaction between the corporation and any other person without regard to the fact that he is or they are also a stockholder or stockholders, a director or directors of, a trustee or trustees of, an officer or officers of, a partner or partners of or has or have any interest in such other person or is in any way connected with such other person. The corporation may enter into contracts and transact business with one or more of its directors, or with any firm of which any one or more of its directors are members or with any corporation or association in which any of its directors are stockholders, directors or officers or with any trust of which any of its directors are trustees, or with any other entity in which any of its directors has any interest or with which any of its directors is in any way connected. In the absence of fraud, such contract or transaction shall not be invalidated or

in any wise affected by the fact that any director or directors is or are or may be in any way, adversely or otherwise, interested in or connected with any other party to such contract or transaction, even though the vote of the director or directors having such adverse interest or interests shall have been necessary to obligate the corporation upon such contract or transaction. Any director or directors who is or are or may be in any way, adversely or otherwise, interested in or connected with any other party to any contract or transaction of the corporation or who is or are or may be a party or parties to such contract or transaction for the benefit of himself or any other person shall not be liable to the corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction. Nor shall any such director or directors be accountable for any gains or profits realized by him or them or by any other person from any contract or transaction in which such director or directors is, are or may be interested or with which he is or may or they are or may be connected if such interest or interests or connection of such director or directors in such contract or transaction shall have been fully disclosed or otherwise known to the Board of Directors at the time such contract or transaction is entered into by the corporation.

SEVENTEENTH. Any contract or other transaction of the corporation or of the Board of Directors or of any committee thereof which shall be ratified by a majority of a quorum of the

stockholders entitled to vote at any annual meeting or any special meeting called for the purpose shall be as valid and binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to approve or ratify such contract or other transaction, when and if submitted, shall not be deemed in any way to render the same invalid or to deprive the directors and officers of their right to proceed with such contract or other transaction.

EIGHTEENTH. Each director and each officer of the corporation and each person who shall serve at the request of the corporation as a director or officer of another corporation in which the corporation owns shares of capital stock or of which it is a creditor, including, in each instance, a former director or officer and the heirs, legatees, devisees and personal representatives of a deceased director or officer, shall be indemnified by the corporation against expenses (including attorneys' fees and, to the extent permitted by law, any amount paid in settlement) actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding (including any appeal therein) in which they or any of them are made parties or a party by reason of being or having been directors or officers or a director or officer of the corporation or of any such other corporation, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in

such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled as a matter of law or under any by-law, agreement, vote of stockholders, or otherwise, and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred as shall be determined from time to time by the Board of Directors of the corporation.

NINETEENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court

directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TWENTIETH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our respective hands and seals this 6th day of November A.D. 1961.

S. H. Livesay (SEAL)

J. F. Cook (SEAL)

B. A. Pennington (SEAL)

STATE OF DELAWARE)
 : SS.:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 6th day of November

A.D. 1961, personally came before me, a ~~S. H. Livesay~~
Notary Public for the State of Delaware, S. H. Livesay, J. F. Cook
and B. A. Pennington,

all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Howard K. Webb
Notary Public

Howard K. Webb
Notary Public
Appointed June 27, 1960
State of Delaware
Term 2 Years

ALLIED CREDIT CORPORATION

Certificate of Amendment of the Certificate of
Incorporation Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

We, the undersigned, Vice President and Secretary, respectively, of ALLIED CREDIT CORPORATION (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY AS FOLLOWS:

1. That, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted a resolution declaring it advisable to amend Article FOURTH of the Certificate of Incorporation of the Corporation, so that it will read as follows:

"FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) and each of such shares shall be without par value."

2. That, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, the holders of all of the issued and outstanding stock of the Corporation entitled to vote have consented in writing to the foregoing amendment to the Certificate of Incorporation of the Corporation.

3. That said amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation

CERTIFICATE OF INCORPORATION
OF
ALLIED CREDIT CORPORATION

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FIRST. The name of the corporation is ALLIED CREDIT CORPORATION.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

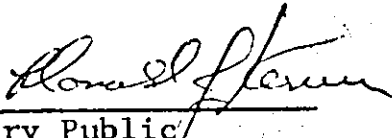
THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

a) To purchase or in any manner acquire, invest in, finance, handle, own, hold, discount, make loans and borrow money upon, realize upon, sell, pledge, mortgage, exchange, and generally trade and deal in and with in any manner whatsoever, whether as principal, agent, factor, or broker, either upon commission or otherwise, acceptances, notes, bonds, drafts, bills of exchange, warehouse receipts, trust receipts, mechanics' liens, open accounts, claims, book debts, bills of lading, installment contracts of all kinds, leases, real estate mortgages, deeds of trust, chattel mortgages, conditional sale agreements, lien notes, commercial accounts, accounts receivable, commercial paper, contracts for the purchase and sale of property and services of every kind and nature, and evidences of indebtedness, contracts, agreements, and negotiable or non-negotiable paper or instruments of every kind and character (now known or hereafter originated) evidencing or connected with the purchase or otherwise dealing with services, personal

and for the County and State aforesaid, personally appeared Louis DeGhetto, Vice President of Allied Credit Corporation, a corporation of the State of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such, and he, the said Louis DeGhetto, as such Vice President, duly executed said Certificate before me, and acknowledged such Certificate to be his act and deed made on behalf of said corporation and that the facts therein stated are truly set forth; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of said Vice President and of the Secretary of said corporation, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year aforesaid.

DONALD J. KERWIN
NOTARY PUBLIC
STATE OF NEW JERSEY



Notary Public

DONALD J. KERWIN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Mar. 28, 1970

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

ALLIED CREDIT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the corporation is ALLIED STORES CREDIT CORPORATION."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said ALLIED CREDIT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Thomas M. Macioce, its President, and John R. O'Hanlon, its Assistant Secretary, this 16th day of January, 1967.

ALLIED CREDIT CORPORATION
CORPORATE SEAL
DELAWARE - 1961
~~XXXXXXXXXXXX~~

ALLIED CREDIT CORPORATION

By Thomas M. Macioce
President

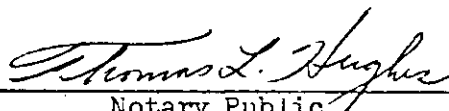
By John R. O'Hanlon
Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 16th day of January, A.D. 1967,
personally came before me THOMAS L. HUGHES
a Notary Public in and for the County and State aforesaid, Thomas M. Macioce,
President of Allied Credit Corporation, a corporation of the State of Delaware,
the corporation described in and which executed the foregoing certificate,
known to me personally to be such, and he, the said Thomas M. Macioce as such
President, duly executed said certificate before me and acknowledged the said
certificate to be his act and deed and the act and deed of said corporation;
that the signatures of the said President and of the Assistant Secretary of
said corporation to said foregoing certificate are in the handwriting of the
said President and Assistant Secretary of said corporation respectively, and
that the seal affixed to said certificate is the common or corporate seal
of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office
the day and year aforesaid.

THOMAS L. HUGHES
NOTARY PUBLIC
STATE OF NEW YORK


Notary Public

~~XXXXXX~~

THOMAS L. HUGHES
Notary Public, State of New York
No. 30-700975 Nassau County
Certificate filed in New York County
Term Expires March 30, 1969

CONSENT TO USE OF NAME

ALLIED STORES CORPORATION, a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of ALLIED STORES CREDIT CORPORATION in the State of Idaho.

IN WITNESS WHEREOF, the said ALLIED STORES CORPORATION has caused this consent to be executed by its sr. vice president and attested under its corporate seal by its _____ secretary, this 2 day of December 1976.

ALLIED STORES CORPORATION
By [Signature]
Senior Vice President

Attest:
[Signature]
Secretary

(SEAL)