

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY
OF

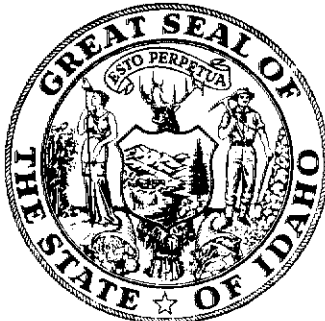
HILLSTEAD'S DEPARTMENT STORES, INC.

File Number C 93661

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HILLSTEAD'S DEPARTMENT STORES, INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified 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 Amended Certificate of Authority to HILLSTEAD'S, INC. to transact business in this State under the name HILLSTEAD'S, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: October 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWries*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

SECRETARY OF STATE
Oct 27 4 47 PM '94

1. A Certificate of Authority was issued to the corporation by your office on _____ 19 _____, authorizing it to transact business in the State of Idaho under the name of HILLSTEAD'S DEPARTMENT STORES, INC
2. Its corporate name has been changed to HILLSTEAD'S, INC
(Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is HILLSTEAD'S, INC.
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

NO CHANGE
(Note: If no additional purposes are proposed, insert "No change.")

Dated _____ HILLSTEAD'S, INC
(Corporation Name)

By Joel D Hillstead Pres.
Its President/Vice President (please specify)

And Rosemary Hillstead Sec.
Its Secretary/Assistant Secretary (please specify)

STATE OF Montana)
COUNTY OF Flathead) ss:

I, Becky Hampton, a notary public, do hereby certify that on this 6th day of Sept., 19 94, personally appeared before me Joel D. & Rosemary Hillstead, who being by me first duly sworn, declared that (s)he is the _____ of _____

that (s)he signed the foregoing documents as _____ of the corporation and that the statements therein contained are true.

Becky Hampton
Notary Public

Submit application and filing fee to:
Secretary of State
Corporations Division
700 West Jefferson Room 203
PO Box 83720
Boise ID 83720-0080

Secretary of State use only			
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SECRETARY OF STATE

SEC. OF STATE STATE OF MONTANA

STAMP: 6 PM 2 50

CERTIFICATE OF FACT

I, **MIKE COONEY**, Secretary of State of the State of Montana, do hereby certify that on **July 18, 1977**, **HILLSTEAD'S DEPARTMENT STORE, INC.** was incorporated under the laws of the State of Montana and received its Certificate of Incorporation for a term of perpetual duration.

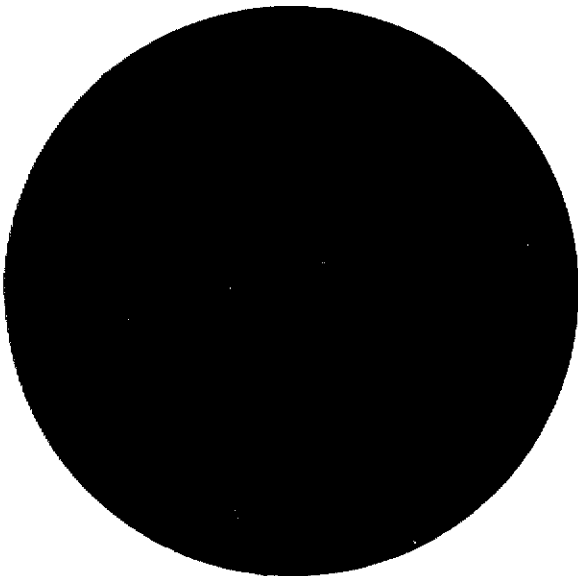
I further certify that on **April 14, 1980**, **HILLSTEAD'S DEPARTMENT STORE, INC.** filed an Amendment to the Articles of Incorporation changing its shares.

I further certify that on **August 4, 1992**, **HILLSTEAD'S DEPARTMENT STORE, INC.**, filed an Amendment to the Articles of Incorporation changing its name to **HILLSTEAD'S, INC.**

I further certify that the registered agent for the corporation as listed on the 1994 annual report is Joel D. Hillstead, 198 Fairway Boulevard, P.O. Box 7878, Kalispell, Montana 59904.

I further certify that the corporation has filed all required reports with this office and that no notice or decree of dissolution has been filed with this office and is in good standing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this September 26th, A.D. 1994.



Mike Cooney
MIKE COONEY
Secretary of State