

State of Idaho

Department of State.

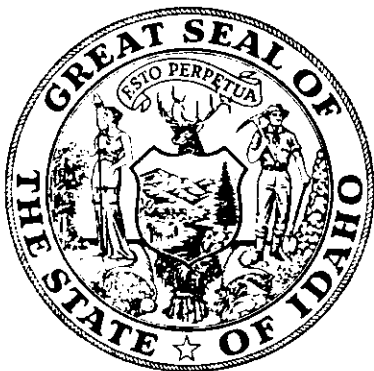
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
UNISHOPS M & B OF IDAHO, INC. merging with and

into UNISHOPS M & B OF VIRGINIA, INC. a Delaware corporation not qualified,
in Idaho.
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 certificate of
Merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated January 18, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

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Corporation Clerk

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SEAL

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
UNISHOPS M & B OF VIRGINIA, INC.

* * * * *

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign 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:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
UNISHOPS M & B OF IDAHO, INC.	Idaho
UNISHOPS M & B OF VIRGINIA, INC.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is UNISHOPS M & B OF VIRGINIA, INC., and it is to be governed by the laws of the State of Delaware.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized:

PLAN OF MERGER

* * * * *

FIRST: UNISHOPS M & B OF VIRGINIA, INC., a corporation organized under the laws of the State of Delaware, shall merge with an into itself and assume the liabilities and obligations of the following corporation:

<u>NAME</u>	<u>DOMESTIC STATE</u>
UNISHOPS M & B OF IDAHO, INC.	Idaho

SECOND: The presently issued and outstanding shares of stock of the following, the merging corporation, all of which are owned by the corporation listed opposite its name, shall be surrendered and cancelled.

<u>NAME OF MERGING CORPORATION</u>	<u>NAME OF CORPORATION OWNING 100% OF OUTSTANDING SHARES</u>
UNISHOPS M & B OF IDAHO, INC.	UNISHOPS M & B, INC.

No shares of stock of the surviving corporation shall be issued in exchange. The presently issued and outstanding shares of the surviving corporation shall remain issued and outstanding.

THIRD: The Certificate of Incorporation of UNISHOPS M & B OF VIRGINIA, INC. shall be the

Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The By-laws of UNISHOPS M & B OF VIRGINIA, INC. shall be the By-laws of the corporation surviving the merger.

FIFTH: The directors and officers of UNISHOPS M & B OF VIRGINIA, INC. shall serve as the directors and officers of the corporation surviving the merger until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on December 23, 1981.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding and entitled to vote are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
UNISHOPS M & B OF VIRGINIA, INC.	10
UNISHOPS M & B OF IDAHO, INC.	10

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

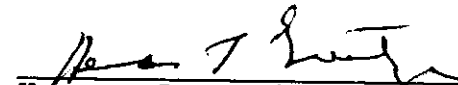
<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
UNISHOPS M & B OF VIRGINIA, INC.	10	0
UNISHOPS M & B OF IDAHO, INC.	10	0

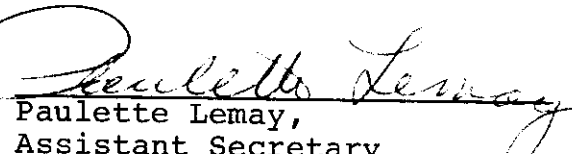
SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby:

(a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.


Dated: Dec 17, 1981.

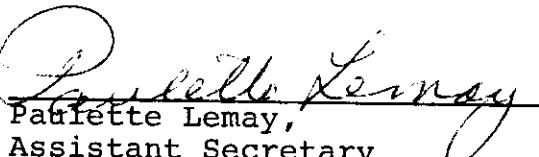
UNISHOPS M & B OF
VIRGINIA, INC.

By 
Herman S. Greitzer,
Vice President

and 
Paulette Lemay,
Assistant Secretary

UNISHOPS M & B OF
IDAHO, INC.

By 
Herman S. Greitzer,
Vice President

and 
Paulette Lemay,
Assistant Secretary

STATE OF NEW JERSEY)
) SS:
COUNTY OF HUDSON)

I, Marilyn Czochoński, a Notary Public, do hereby certify
that on this 17th day of Dec, 1981, personally appeared
before me HERMAN S. GREITZER, who, being by me first duly sworn,
declared that he is the Vice President of UNISHOPS M & B OF
VIRGINIA, INC., that he signed the foregoing document as Vice
President of the corporation, and that the statements therein
contained are true.

(NOTARIAL SEAL)

Marilyn Czochoński
Notary Public for NJ
Residing at: 364 Calver Ave Jersey City
My commission expires: N.J.
MARILYN CZOCHANSKI
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 26, 1986

STATE OF NEW JERSEY)
) SS:
COUNTY OF HUDSON)

I, Marilyn Czochoanski a Notary Public, do hereby certify
that on this 17th day of Dec, 1981, personally appeared
before me HERMAN S. GREITZER, who, being by me first duly sworn,
declared that he is the Vice President of UNISHOPS M & B OF IDAHO,
INC., that he signed the foregoing document as Vice President of
the corporation, and that the statements therein contained are
true.

(NOTARIAL SEAL)

Marilyn Czochoanski
Notary Public for NJ
Residing at: 366 Carter Ave Jersey City
My commission expires: _____
MARILYN CZOCHANSKI
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 26, 1984