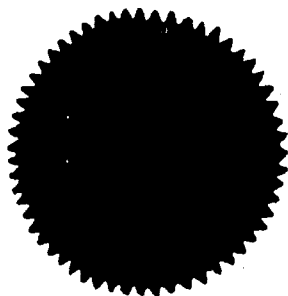




**Office of Secretary of State.**

*I, Eugene Bunting, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Ownership of the "EVANS PRODUCTS COMPANY", merging "CAPP-HOMES, INC."  
and "MOORE'S SUPER STORES, INC.", pursuant to Section 253 of the General Corporation  
Law of the State of Delaware, as received and filed in this office the sixteenth day  
of February, A.D. 1971, at 10 o'clock A.M.

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



*Eugene Bunting*

Secretary of State

*R. H. Cull*

Asst Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CAPP-HOMES, INC.

AND

MOORE'S SUPER STORES, INC.

INTO

EVANS PRODUCTS COMPANY

EVANS PRODUCTS COMPANY, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of December, 1923, pursuant to the provisions of an Act of the General Assembly of the State of Delaware entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto.

SECOND: That this corporation owns all of the outstanding shares of the stock of CAPP-HOMES, INC., a corporation incorporated on the 23rd day of November, 1965, pursuant to the General Corporation Law of the State of Delaware, and this corporation owns all of the outstanding shares of the stock of MOORE'S SUPER STORES, INC., a corporation incorporated on the 24th day of November, 1965, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 8th day of February, 1971, determined to and did merge into itself said Capp-Homes, Inc., and Moore's Super Stores, Inc.:

RESOLVED, that Evans Products Company merge, and it hereby does merge into itself Capp-Homes, Inc., and Moore's Super Stores, Inc., Delaware subsidiaries of this corporation, and assumes all of their obligations; and

FURTHER RESOLVED, That the merger shall be effective upon the date of filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of Delaware; and

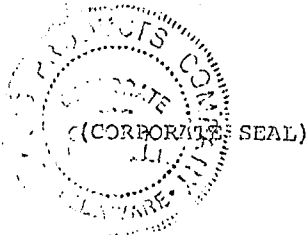
FURTHER RESOLVED, That the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Capp-Homes, Inc., and Moore's Super Stores, Inc., and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the merger may be terminated and abandoned by the Board of Directors of Evans Products Company at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State.

IN WITNESS WHEREOF, said Evans Products Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by Herbert W. Park, its Vice President, and attested by Milton E. Bernhard, its Assistant Secretary, this 8th day of February, 1971.

EVANS PRODUCTS COMPANY

BY Herbert W. Park  
Vice President



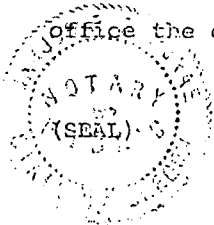
ATTEST:

BY Milton E. Bernhard  
Assistant Secretary

STATE OF OREGON            )  
                              ) SS  
COUNTY OF MULTNOMAH    )

BE IT REMEMBERED that on this 8th day of February, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, Herbert W. Park, Vice President of Evans Products Company, a corporation of the State of Delaware, and he 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 and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said corporation 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.



Margaret E. McKee  
Notary Public for Oregon  
My commission expires:  
My Commission Expires Sept. 10, 1971