

# 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

MAGIC VALLEY KAY-BEE TOY, INC.,

an Idaho corporation, file number C 81312,

BOISE KAY-BEE TOY, INC.,

an Idaho corporation, file number C 86234,

SILVER LAKE KAY-BEE TOY, INC.,

an Idaho corporation, file number C 88413,

VENTURE-IDAHO, INC.,

an Idaho corporation, file number C 116780,

KBTHS-IDAHO, INC.,

an Idaho corporation, file number C 116777,

into

GRAND TETON KAY-BEE TOY, INC.,

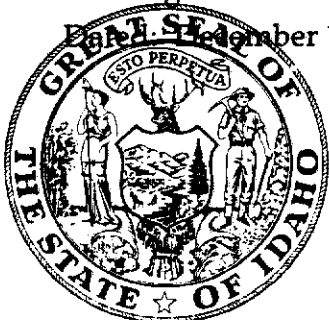
an Idaho corporation, file number C 73191,

surviving corporation changing its name to

K B TOY OF IDAHO, INC.,

duly executed 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.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herold*

ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS

INTO

GRAND TETON KAY-BEE TOY, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The Plan of Merger attached hereto as Exhibit A was approved by the sole shareholder of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act.

SECOND: 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 as a class 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>
Grand Teton Kay-Bee Toy, Inc.	100	common	100
Magic Valley Kay-Bee Toy, Inc.	100	common	100
Boise Kay-Bee Toy, Inc.	100	common	100
Silver Lake Kay-Bee Toy, Inc.	100	common	100
Venture-Idaho, Inc.	1	common	1
KBTHS-Idaho, Inc.	1	common	1

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

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IDAH0 SECRETARY OF STATE  
DATE 12/16/1996 0900 47269  
CK #: 66656 CUST# 20168  
EXPEDITE C  
1@ 20.00= 20.00

#:

2  
IDAH0 SECRETARY OF STATE  
DATE 12/16/1996 0900 47267  
CK #: 10900776 CUST# 21357  
MERGER  
1@ 30.00= 30.00

#:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Grand Teton Kay-Bee Toy, Inc.	100	-0-	common	100	-0-
Magic Valley Kay-Bee Toy, Inc.	100	-0-	common	100	-0-
Boise Kay-Bee Toy, Inc.	100	-0-	common	100	-0-
Silver Lake Kay-Bee Toy, Inc.	100	-0-	common	100	-0-
Venture-Idaho, Inc.	1	-0-	common	1	-0-
KBTHS-Idaho, Inc.	1	-0-	common	1	-0-

Dated December 10, 1996.

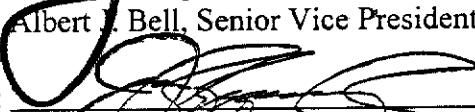
GRAND TETON KAY-BEE TOY, INC.

By:



Albert J. Bell, Senior Vice President

And:



James E. Eggenschwiler, Assistant Secretary

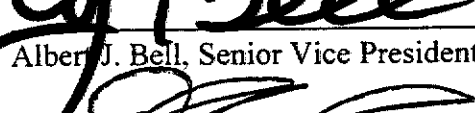
MAGIC VALLEY KAY-BEE TOY, INC.

By:



Albert J. Bell, Senior Vice President


And:



James E. Eggenschwiler, Assistant Secretary

BOISE KAY-BEE TOY, INC.

By:

  
Albert J. Bell, Senior Vice President

And:

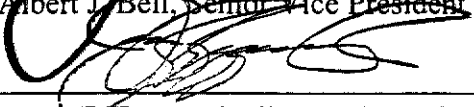
  
James E. Eggenschwiler, Assistant Secretary

SILVER LAKE KAY-BEE TOY, INC.

By:

  
Albert J. Bell, Senior Vice President

And:

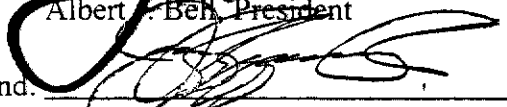
  
James E. Eggenschwiler, Assistant Secretary

VENTURE-IDAHO, INC.

By:

  
Albert J. Bell, President

And:

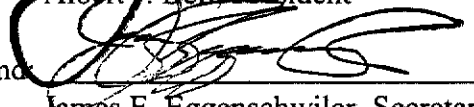
  
James E. Eggenschwiler, Secretary

KBTHS-IDAHO, INC.

By:

  
Albert J. Bell, President

And:

  
James E. Eggenschwiler, Secretary

# EXHIBIT A

## PLAN OF MERGER

This Plan of Merger ("Merger Agreement") is made this 10th day of December, 1996 by and among Grand Teton Kay-Bee Toy, Inc., an Idaho corporation (the "Surviving Corporation") and each of the companies listed below (the "Merged Corporations"):

Magic Valley Kay-Bee Toy, Inc.  
Boise Kay-Bee Toy, Inc.  
Silver Lake Kay-Bee Toy, Inc.  
Venture-Idaho, Inc.  
KBTHS-Idaho, Inc.

WHEREAS, the respective Board of Directors of the Surviving Corporation and the Merged Corporations deem it advisable and in the best interests of the parties hereto, that the Merged Corporations be merged into the Surviving Corporation under the laws of the State of Idaho in the manner provided therefor pursuant to Section 30-7-71 of the Idaho Business Corporation Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. The parties hereto agree that the Merged Corporations will be merged into the Surviving Corporation (the "Merger").

2. The mode of carrying the Merger into effect will be as follows:

(a) At the Effective Date (as defined below), each issued and outstanding share of common stock of each Merged Corporation which shall be outstanding on the Effective Date of the Merger, and all rights in respect thereof, shall be canceled on the Effective Date and certificates representing such shares shall be surrendered and canceled.

(b) At the Effective Date, each issued and outstanding share of common stock of the Surviving Corporation shall remain outstanding and unchanged as a result of the Merger.

(c) The Merger will become effective as of the close of business on December 31, 1996 (the "Effective Date").

(d) Upon the Effective Date of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporations, respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to

execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

(e) The Articles of Incorporation of the Surviving Corporation shall be amended as follows:

FIRST: The name of the corporation shall be K B Toy of Idaho, Inc.

3. The respective Board of Directors of the constituent corporations a party hereto shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Merger Agreement or other appropriate certificate with the office of the Secretary of State.

CONSENT TO USE OF NAME

DEC 19 11 09 AM '96

Kay-Bee Toy & Hobby Shops, Inc., a corporation organized under the laws of the State of  
Massachusetts, hereby consents to the use of the name of K B Toy of Idaho, Inc. by K B Toy of  
Idaho, Inc. in the State of Massachusetts.

IN WITNESS WHEREOF, the said Kay-Bee Toy & Hobby Shops, Inc. has caused this  
consent to be executed by its Senior Vice President and attested by its Assistant Secretary, this 18<sup>th</sup>  
day of December, 1996.

KAY-BEE TOY & HOBBY SHOPS, INC.

By:

  
Albert J. Bell, Senior Vice President

Attest:

  
James E. Eggenschwiler, Assistant Secretary

December 17, 1996 2:13pm -- EXC  
CLEI: 2199109 -- 235715 Ver1

DEC 17 '96 14:24

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