

STATE OF OHIO
DEPARTMENT OF STATE

TED W. BROWN
SECRETARY OF STATE

B0934-0371
RECEIPT NO. 10342

DATE 12/27/1973

259444
NUMBER

B934-0371

RECEIVED OF
OR FILED BY JONES, DAY, COCKLEY & REAVIS

THE SUM OF \$ 26.00 FOR FILING MER TIC AGS AMA CHL INC OF
WASHINGTON DISTRIBUTORS, INC.

RETURNED TO: 10342
JONES, DAY, COCKLEY & REAVIS
ATT: DAVID H. GUNNING
1750 UNION COMMERCE BLDG.
CLEVELAND, OH 44115

MER	\$	<u>25.00</u>
TIC		<u>1.00</u>
AGS		<u> </u>
AMA		<u> </u>
CHL		<u> </u>

TOTAL FEE, \$ 26.00

NAME:
WASHINGTON DISTRIBUTORS, INC.



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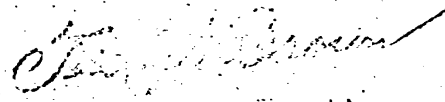
DEPARTMENT OF STATE

TED W. BROWN
Secretary of State

Certificate

259644

It is Hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of; MERTIC AGS AMA CHL INC of WASHINGTON DISTRIBUTORS, INC.

United States of America
STATE OF OHIO
Office of the Secretary of StateRecorded on Roll B934 at Frame 0371 of the
Records of Incorporation and Miscellaneous Filings.Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 27TH day of DECEMBER, A. D. 19 73
TED W. BROWN
Secretary of State

B0934-0373

AGREEMENT OF MERGER

259644
 APPROVED
 By.....
 Date... 12-27-73
 Amount... 25⁰⁰

This Agreement of Merger (the "Agreement"), dated as of the 15th day of December, 1973, between Washington Distributors, Inc., an Ohio Corporation ("Washington Distributors") and Rink's Department Stores, Inc., Hi-Code Trading Corporation, Rink's, Inc., Bargain City of Milford, Inc., Bargain City of Maumee, Inc., Bargain City of Toledo, Inc., Bargain City Alexis, Inc., Tossco Distributors, Inc., Somco, Inc., Bargain City of Defiance, Inc., Bargain City of Cambridge, Inc., Bargain City of Chillicothe, Inc., Bargain City of Lima, Inc., Bargain City of Zanesville, Inc., Teps Distributors, Inc., Houset Distributors, Inc., Bargain City of Findlay, Inc., Bargain City of Westchester Village, Inc., and Bargain City of Sylvania Avenue, Inc. (individually a "Subsidiary" and collectively the "Subsidiaries"), all being Ohio corporations (Washington Distributors and the Subsidiaries sometimes hereinafter referred to as the "Constituent Corporations"),

W I T N E S S E T H :

ARTICLE I

Washington Distributors and each of the Subsidiaries agree that each of the Subsidiaries shall be merged into Washington Distributors and that Washington Distributors shall be the surviving corporation (sometimes hereinafter referred to as the "Corporation") and that it shall continue to be an Ohio corporation.

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ARTICLE II

At the time the merger becomes effective, the Amended Articles of Incorporation of Washington Distributors, in the form set forth in Exhibit A attached hereto and incorporated herein by reference, shall constitute the Articles of Incorporation of the Corporation separate and apart from this Agreement and may be separately certified as Washington Distributors' Articles of Incorporation. Washington Distributors reserves the right to amend, alter, or change or repeal any provision or provisions contained in its Articles of Incorporation in the manner now or hereafter set forth therein or as is or may be prescribed by the laws of the State of Ohio, and all of the rights, powers and privileges of the stockholders are granted and shall be held and enjoyed subject to such reserved rights.

At the time the merger becomes effective, the Regulations, Directors, and Officers of the Corporation shall be the Regulations, Directors and Officers, respectively, of Washington Distributors as in effect immediately prior to the time the merger becomes effective.

The statutory agent upon whom any process, notice or demand against any Constituent Corporation may be served is Louis Berwitt, 666 Euclid Avenue, Cleveland, Cuyahoga County, Ohio 44114.

ARTICLE III

The terms of the merger and the manner of carrying the same into effect shall be as follows:

(a) At the time the merger becomes effective, each issued and outstanding common share without par value of Washington Distributors shall

continue to be outstanding and shall continue to have the same designations and terms, and shall be one common share without par value of the Corporation, such shares being unchanged by the merger.

(b) At the time the merger becomes effective, all issued and outstanding shares of each of the Subsidiaries shall be converted into shares of the Corporation in the following manner:

The outstanding shares of Common Stock of Rink's Department Stores, Inc. shall be converted into and become an aggregate of 490 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Hi-Code Trading Corporation shall be converted into and become an aggregate of 415 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Rink's, Inc. shall be converted into and become an aggregate of 1 share of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Milford, Inc. shall be converted into and become an aggregate of 90 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Maumee, Inc. shall be converted into and become an aggregate of 84 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Toledo, Inc. shall be converted into and become an aggregate of 108 shares of Common Stock of the Corporation.

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The outstanding shares of Common Stock of Bargain City Alexis, Inc. shall be converted into and become an aggregate of 162 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Tossco Distributors, Inc. shall be converted into and become an aggregate of 122 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Somco, Inc. shall be converted into and become an aggregate of 43 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Defiance, Inc. shall be converted into and become an aggregate of 200 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Cambridge, Inc. shall be converted into and become an aggregate of 101 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Chillicothe, Inc. shall be converted into and become an aggregate of 68 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Lima, Inc. shall be converted into and become an aggregate of 83 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Zanesville, Inc. shall be converted into and become an aggregate of 23 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Teps Distributors, Inc. shall be converted into and become an aggregate of 38 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Housat Distributors, Inc. shall be converted into and become an aggregate of 30 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Findlay, Inc. shall be converted into and become an aggregate of 108 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Westchester Village, Inc. shall be converted into and become an aggregate of 2 shares of Common Stock of the Corporation.

The outstanding shares of Common Stock of Bargain City of Sylvania Avenue, Inc. shall be converted into and become an aggregate of 2 shares of Common Stock of the Corporation.

(c) At the time the merger becomes effective, the effect of the merger shall be, as provided in the applicable laws of the State of Ohio. Without limiting the generality of the foregoing, and subject thereto, at the time the merger becomes effective: the separate existence of each of the Subsidiaries shall cease except insofar as its existence shall be continued by operation of this and the next subsections or by the laws of Ohio; the Corporation shall thereupon and thereafter possess all assets and property of every description, real, personal and mixed, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, as well of a public as of a private nature, of each of the Constituent Corporations; all debts and obligations of or belonging to or due to any and all of the Constituent

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Corporations shall thereafter be taken and deemed to be transferred to and vested in the Corporation without further act or deed; title to any real estate or any interest therein vested in any Constituent Corporation shall not revert or in any way be impaired by reason of this merger; the Corporation is liable for all obligations of each Constituent Corporation; any claim existing, or action or proceeding pending, by or against any Constituent Corporation may be prosecuted to judgment, with right of appeal, as if this merger had not taken place, or the Corporation may be substituted in its place; and all the rights of creditors of each Constituent Corporation are preserved unimpaired, and all liens upon the property of any Constituent Corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective time of the merger.

(d) In order to facilitate the merger contemplated hereby, from time to time as and when requested by the Corporation or by its successors or assigns, and without further consideration, any and all of the Subsidiaries shall execute and deliver such instruments and shall take or cause to be taken such action as the Corporation, or its direct or indirect successors or assigns, in its sole discretion may require, to vest or perfect in or to confirm of record or otherwise to it, at and after the time the merger becomes effective, title to, and possession of, the properties, interests, assets, rights, privileges, immunities, powers, franchises and authority of any and all of the Subsidiaries, and otherwise to carry out the purposes of this Agreement.

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ARTICLE IV

The earned surplus of the Corporation shall be the combined earned surplus of the Constituent Corporations at the time the merger becomes effective, diminished by any deficit of any Constituent Corporation at the time the merger becomes effective.

ARTICLE V

This Agreement may be terminated, and the merger abandoned, by the Directors of any of the Constituent Corporations at any time prior to the time the merger becomes effective.

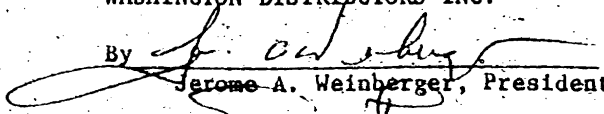
ARTICLE VI

The merger shall become effective upon, and the phrase "the time the merger becomes effective" as used in this Agreement shall mean, the later of (a) the time when a counterpart of this Agreement, accompanied by the required certificates as to its adoption, is duly filed in the office of the Secretary of State of Ohio, or (b) the close of business on December 31, 1973.

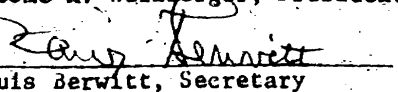
IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be signed by its officers thereunto duly authorized as of the day and year first above written.

WASHINGTON DISTRIBUTORS INC.

By


Jerome A. Weinberger, President

And


Louis Berwitt, Secretary

RINK'S DEPARTMENT STORES, INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

HI-CODE TRADING CORPORATION

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

RINK'S, INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

BARGAIN CITY OF MILFORD INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

BARGAIN CITY OF MAUMEE INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

BARGAIN CITY OF TOLEDO INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

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BARGAIN CITY ALEXIS INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

TOSSCO DISTRIBUTORS INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

SOMCO INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

BARGAIN CITY OF DEFIANCE INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

BARGAIN CITY OF CAMBRIDGE INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

BARGAIN CITY OF CHILLICOTHE INC.

By Jerome A. Weinberger, PresidentAnd Louis Berwitt, Secretary

B0934-0382

BARGAIN CITY OF LIMA INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

BARGAIN CITY OF ZANESVILLE INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

TEPS DISTRIBUTORS INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

HOUSE DISTRIBUTORS INC.

By

Jerome A. Weinberger, President

And

Louis Berwitt, Secretary

BARGAIN CITY OF FINDLAY INC.

By

Jerome A. Weinberger, President

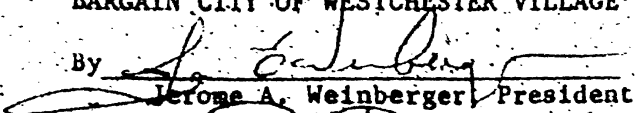
And

Louis Berwitt, Secretary

B934-0383

BARGAIN CITY OF WESTCHESTER VILLAGE INC.

By

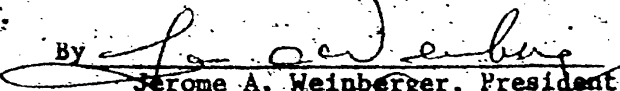

Jerome A. Weinberger, President

And

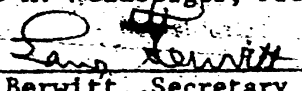

Louis Berwitt, Secretary

BARGAIN CITY OF SYLVANIA AVENUE INC.

By


Jerome A. Weinberger, President

And


Louis Berwitt, Secretary

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WASHINGTON DISTRIBUTORS, INC.

AMENDED ARTICLES OF INCORPORATION

- FIRST. The name of the Corporation shall be Washington Distributors, Inc.
- SECOND. The place in Ohio where its principal office is to be located is Cleveland, Cuyahoga County.
- THIRD. The purpose or purposes for which it is formed are as follows:
1. To engage in any lawful act or activity for which corporations may be formed under sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.
 2. Without limiting the generality of the foregoing, to conduct the general wholesale and retail business of buying and selling hard and soft merchandise, clothing, appliances, and all other items incidental and necessary to the general merchandising business; and to buy, lease, or rent all types of property, be it real or personal, in conjunction with carrying on its wholesale and retail merchandising business.
- FOURTH. The number of shares which the corporation is authorized to have outstanding is two thousand five hundred (2500) all of which shall be without par value.
- FIFTH. These Amended Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation.

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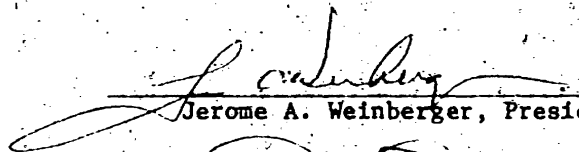
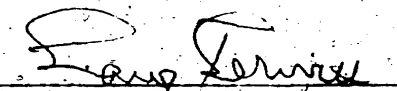
CERTIFICATE OF THE
PRESIDENT AND SECRETARY

of

WASHINGTON DISTRIBUTORS, INC.

We, Jerome A. Weinberger, President, and Louis Berwitt, Secretary,
of Washington Distributors, Inc., a corporation organized and existing
under the laws of the State of Ohio, do hereby certify, as such President
and Secretary, respectively, that the Agreement of Merger dated as of
the 15th day of December, 1973 to which this Certificate is attached,
after having been first duly approved in a writing approved and signed as
specified in Section 1701.54 of the Ohio Revised Code by all of the Directors
of such corporation on the 27th day of December, 1973, was signed by
the President and the Secretary of such corporation, and was thereafter
submitted to and approved and adopted by the sole shareholder of Washington
Distributors, Inc., the corporation which is designated in such Agreement
of Merger as the surviving corporation, in a writing approved and signed
as specified in Section 1701.54 of the Ohio Revised Code on the 27th day
of December, 1973.

WITNESS our hands this 27th day of December, 1973.


Jerome A. Weinberger, President

Louis Berwitt, Secretary

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CERTIFICATE OF THE
PRESIDENT AND SECRETARY

of

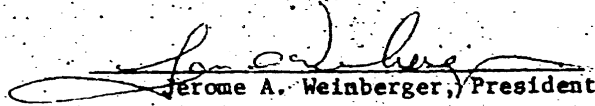
RINK'S DEPARTMENT STORES, INC.,
HI-CODE TRADING CORPORATION,
RINK'S INC.,
BARGAIN CITY OF MILFORD, INC.,
BARGAIN CITY OF MAUMEE, INC.,
BARGAIN CITY OF TOLEDO, INC.,
BARGAIN CITY ALEXIS, INC.,
TOSSCO DISTRIBUTORS, INC.,
SOMCO, INC.,
BARGAIN CITY OF DEFIANCE, INC.,
BARGAIN CITY OF CAMBRIDGE, INC.,
BARGAIN CITY OF CHILLICOTHE, INC.,
BARGAIN CITY OF LIMA, INC.,
BARGAIN CITY OF ZANESVILLE, INC.,
TEPS DISTRIBUTORS, INC.,
HOUSET DISTRIBUTORS, INC.,
BARGAIN CITY OF FINDLAY, INC.,
BARGAIN CITY OF WESTCHESTER VILLAGE, INC.,
and
BARGAIN CITY OF SYLVANIA AVENUE, INC.

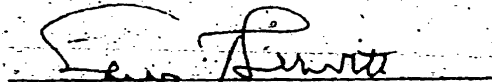
We, Jerome A. Weinberger, President, and Louis Berwitt, Secretary, respectively, of each of the above mentioned corporations, all of which are organized and existing under the laws of the State of Ohio, do hereby certify as the President and Secretary, respectively, that the Agreement of Merger dated as of the 15th day of December, 1973 to which this Certificate is attached, after having been first duly approved in a writing approved and signed as specified in Section 1701.54 of the Ohio Revised Code by various Written Actions of Directors of each of such corporations on the 27th day of December, 1973, was signed by the President and Secretary of each of such corporations and was thereafter submitted to and approved

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and adopted by the sole shareholder of each of such corporations in a writing approved and signed as specified in Section 1701.54 of the Ohio Revised Code on the 27th day of December, 1973.

WITNESS our hands this 27th day of December, 1973.


Jerome A. Weinberger, President


Louis Bervitt, Secretary