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PAOM
Trey Grayson
Secretary of State
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ARTICLES OF MERGER

OF

MERCANTILE STORES COMPANY, INC.

AND

J. BACON & SONS

Pursuant to the provisions of Sections 271B.11-040 and 271B.11-070 of the Kentucky Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Kentucky, and which is subject to the provisions of the Kentucky Business Corporation Act, is J. Bacon & Sons.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Mercantile Stores Company, Inc.

3. All of the outstanding shares of J. Bacon & Sons are of one class, and all of which are owned by Mercantile Stores Company, Inc.

4. The Plan of Merger for merging J. Bacon & Sons into Mercantile Stores Company, Inc. as approved by resolution of the Board of Directors of Mercantile Stores Company, Inc. and J. Bacon & Sons is attached hereto as Exhibit A.

5. Mercantile Stores Company, Inc. is the owner of all of the issued shares of J. Bacon & Sons, and Mercantile Stores Company, Inc. waived the mailing of a copy of the Plan of Merger in writing.

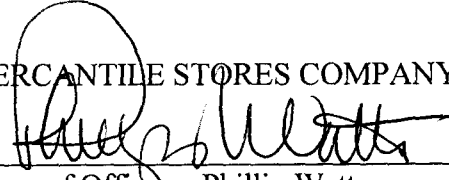
6. Shareholder approval was not required.

7. The laws of the jurisdiction of organization of Mercantile Stores Company, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a domestic parent business corporation and the merger of J. Bacon & Sons into Mercantile Stores Company, Inc. is in compliance with the laws of the jurisdiction of organization of Mercantile Stores Company, Inc.

8. The merger is to be effective on January 28, 2006 at 11:57:59 p.m.

Executed on January 18, 2006.

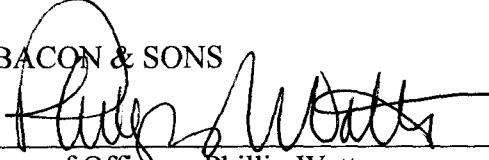
MERCANTILE STORES COMPANY, INC.



Name of Officer: Phillip Watts

Title of Officer: Vice President

J. BACON & SONS



Name of Officer: Phillip Watts

Title of Officer: Vice President

EXHIBIT A

Plan of Liquidation and Merger

The following Plan of Liquidation and Merger sets for the terms and conditions on which Subsidiary Merger shall be effected:

1. Basic Transaction.

The subsidiary corporation will merge with and into the parent corporation (the "Subsidiary Merger"). Following the Subsidiary Merger, the separate legal existence of the subsidiary corporation shall cease, and the parent corporation shall continue as the surviving corporation and shall succeed to and assume all of the rights and obligations of the subsidiary corporation in accordance with the applicable laws of the state in which each constituent corporation is organized.

2. Effect on Capital Stock.

(a) Each share of capital stock of the subsidiary corporation issued and outstanding immediately prior to the effective time of the merger shall automatically be cancelled and retired and cease to exist and without conversion of such shares into any capital stock of the surviving corporation and (b) each share of capital stock of the parent corporation issued and outstanding immediately prior to the effective time of the merger shall be converted into one validly issued, fully paid and nonassessable share of capital stock of the surviving corporation, and shall constitute all of the issued and outstanding shares of capital stock of the surviving corporation.

3. Governance Matters.

(a) The Certificate (or Articles, as applicable) of Incorporation and Bylaws of the parent corporation in effect immediately prior to the effective time of the merger shall be the Certificate (or Articles, as applicable) of Incorporation and Bylaws of the surviving corporation, (b) the directors of the parent corporation immediately prior to the effective time of the merger shall be the directors of the surviving corporation, until their respective successors are duly elected or appointed and qualified, and (c) the officers of the parent corporation immediately prior to the effective time of the merger shall be the officers of the surviving corporation, until their respective successors are duly elected or appointed and qualified.