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Amendment
Filed on 8-25-82

7 pgs.

849374

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102 • (314) 231-8380

August 16, 1982

RE: WAL-MART STORES, INC.

TU 28032-2

COUNSEL:

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

S. ROBSON WALTON, ATTY
WAL-MART STORES, INC.
P O BOX 116
BENTONVILLE, ARKANSAS 72712

006 6931 8/20/82

25.00 12
25.00 TL

Dear Sir:

INCREASE

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, application by foreign corporation for increase of its represented authorized shares in the state of Florida, along with a certified copy of the certificate of amendment.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

By Steven A. Granlich
Service Representative

Name	SAG/gms
Availability	8/20/82
Document	SPECIAL INSTRUCTIONS:
Examiner	Doc
Updater	AP 8/25
Updater	AS-25
Verifier	
Acknowledgement	
W. P. Verifier	8/20/82

53

G. TAX _____
FILING 25
R AGENT FEE _____
C COPY _____
TOTAL 25
N BANK _____
BALANCE DUE _____
REFUND _____

APPLICATION BY FOREIGN CORPORATION FOR INCREASE OR DECREASE OF ITS
REPRESENTED AUTHORIZED SHARES IN FLORIDA.

- (1) WAL-MART STORES, INC.
(NAME OF CORPORATION)
- (2) 86,000,000 Common Par Value \$.10
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES,
AND SHARES WITHOUT PAR VALUE)
4,000,000 Preferred Par Value \$.10
- (3) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED
ACCOUNTING PRINCIPLES.
- A. ESTIMATED VALUE OF ALL PROPERTY OWNED
BY THE CORPORATION FOR THE COMING YEAR,
WHEREVER LOCATED \$ \$700,000,000
- B. ESTIMATED GROSS AMOUNT OF BUSINESS TO
BE TRANSACTED BY THE CORPORATION
DURING THE COMING YEAR \$ \$3,000,000,000
- C. ESTIMATED VALUE OF ALL PROPERTY IN
FLORIDA OWNED BY THE CORPORATION FOR
THE COMING YEAR \$ -0-
- D. ESTIMATED GROSS AMOUNT OF BUSINESS TO
BE TRANSACTED IN FLORIDA BY THE COR-
PORATION DURING THE COMING YEAR \$ -0-
- E. TOTAL OF "A" AND "B" \$ \$3,700,000,000
- F. TOTAL OF "C" AND "D" \$ -0-
- G. DIVIDE "F" BY "E" -0-
- H. MULTIPLY "G" BY TOTAL AUTHORIZED
SHARES AND THEIR PAR VALUE (IF NO PAR
VALUE SHARES, MULTIPLY ONLY BY THE
NUMBER OF SHARES) -0-

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON
AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES AND
THEIR PAR VALUE; IF NO PAR VALUE SHARES, IT WILL BE BASED ON THE
NUMBER OF SHARES.

Charles E. Hill
PRESIDENT OR VICE PRESIDENT

David B. Loney
SECRETARY OR ASSISTANT SECRETARY

STATE OF
COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 10th
DAY OF August, 1982, BY Charles E. Hill
Vice President OF WAL-MART STORES, INC.
(TITLE OF OFFICER) (NAME OF OFFICER)
(NAME OF CORPORATION)
A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

My commission expires Jan. 1, 1990.

Julian Adams
NOTARY PUBLIC

(SEAL)

(Fla: - 743 - 1/11/78)

H-2317



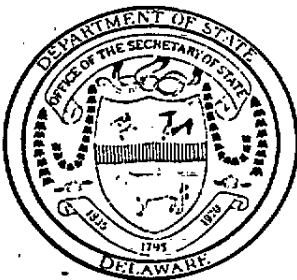
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on June 21, 1982

Aug 25 8 21 AM '82
SECRETARY OF STATE
HALLMARK BUILDING

FILED



Form 130

Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: B. Knolls

DATE: July 19, 1982

SIXTH
CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
WAL-MART STORES, INC.

WAL-MART STORES, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is

WAL-MART STORES, INC.

The date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was October 31, 1969; the date of filing of the first amendment to its Certificate of Incorporation with the Secretary of State of Delaware was January 9, 1970; the date of filing of the second amendment to its Certificate of Incorporation was May 14, 1971; the date of filing of the third amendment to its Certificate of Incorporation was March 27, 1972; the date of filing of the fourth amendment to its Certificate of Incorporation was August 18, 1975; and the date of filing of the fifth amendment to its Certificate of Incorporation was November 14, 1980.

2. The first sentence of Article FOURTH of the Certificate of Incorporation of Wal-Mart Stores, Inc. is amended hereby to read as follows:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to

issue is Ninety Million (90,000,000) shares, of which Eighty-Six Million (86,000,000) shares shall be classified as Common Stock, of the par value of 10¢ per share (herein called "Common Stock"), and of which Four Million (4,000,000) shares shall be classified as Preferred Stock of the par value of 10¢ per share (herein called "Preferred Stock")."

Article FOURTH and the rest of the Certificate of Incorporation of Wal-Mart Stores, Inc., as amended, shall otherwise remain unchanged.

3. This Amendment to the Certificate of Incorporation was set forth in a resolution duly adopted by the Board of Directors on March 18, 1982, which resolution declared the adoption of the Amendment to be advisable and which ordered that the Amendment be presented for approval by the stockholders of the corporation at the annual meeting to be held June 4, 1982. The said meeting of the stockholders was held pursuant to proper call and notice in accordance with section 222 of the General Corporation Law of the State of Delaware. Of the 32,470,476 shares of the Common Stock and 296,464 shares of Preferred Stock which were issued, outstanding and entitled to vote at the meeting, a total of 25,157,197 shares were voted in favor of approval of the Amendment. Thus, the corporation hereby certifies that this Amendment has been

duly adopted in accordance with the provisions of section
242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said WAL-MART STORES, INC. has
caused its corporate seal to be hereto affixed and this
Certificate to be signed by its Vice Chairman and attested
by its Assistant Secretary as of the 4th day of June, 1982.

WAL-MART STORES, INC.

By: S. Robson Walton

S. Robson Walton
Vice Chairman

ATTEST:

David R. Laney
David R. Laney
Assistant Secretary

(CORPORATE SEAL)

STATE OF ARKANSAS)

) ss.

COUNTY OF BENTON)

BEFORE ME, a Notary Public, in and for said State,
on this 4th day of June, 1982, personally appeared S. Robson
Walton, to me known to be the identical person who subscribed
the name of the maker thereof to the foregoing instrument as its
Vice Chairman and acknowledged to me that the facts stated
therein are true and that he executed the same as his free and
voluntary act and deed, and as the free and voluntary act and
deed of such corporation for the uses and purposes therein set
forth.

Nancy J. Shaskin
Notary Public

(SEAL)

My Commission Expires:

May 18, 1985