

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90028 038 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000000369 (8) ✓ OK

1. Corporation Name
 Sam's PW, Inc.

Principal Place of Business Dept. 8013 Tax Dept. Bentonville, AR 72716-8013	Mailing Address Dept. 8013 Tax Dept. Bentonville, AR 72716-8013
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/25/94

21. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	4. FEI Number 71-0747190	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip Country	29. Zip Country	30. Zip Country	8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

Corporation Service Company
 1201 Hays Street
 Tallahassee, FL 32301

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	See Attached List <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: David Bullington 4/2/99 501-277-2765
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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**Sam's PW, Inc.
Officers**

David D. Glass President and CEO	702 S.W. 8th Street Bentonville, AR 72716
James A. Walker, Jr. Senior Vice President and Controller	702 S.W. 8th Street Bentonville, AR 72716
Robert K. Rhoads Senior Vice President General Counsel and Secretary	702 S.W. 8th Street Bentonville, AR 72716
Joseph J. Fitzsimmons Sr. Vice President of Finance and Treasurer	702 S.W. 8th Street Bentonville, AR 72716
David L. Bullington Vice President of Taxes	702 S.W. 8th Street Bentonville, AR 72716

Directors

Paul R. Carter Director	702 S.W. 8th Street Bentonville, AR 72716
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