

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

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

05-17-1999 90028 039 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000005048 (1) *VOK*

1. Corporation Name
 Sam's East, 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
 10/01/96

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	4. FEI Number 71-0794416	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input 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 FL 85 Zip Code
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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 _____ Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	See Attached List <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	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* David Bullington 4/2/99 501-277-2765
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

Sam's East, Inc.
Officers & Director

OFFICERS

David D. Glass President	702 S.W. 8th Street Bentonville, AR 72716
Paul R. Carter Executive Vice President	702 S.W. 8th Street Bentonville, AR 72716
Tom Grimm Executive Vice President	702 S.W. 8th Street Bentonville, AR 72716
Joseph J. Fitzsimmons Senior Vice President/Treasurer	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 and Secretary	702 S.W. 8th Street Bentonville, AR 72716
Tony Fuller Vice President	702 S.W. 8th Street Bentonville, AR 72716
David L. Bullington Vice President of Taxes	702 S.W. 8th Street Bentonville, AR 72716
Robert M. Bedard Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
J. Robert Bray Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Sey S. Young Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Jim Bennett Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Ann Cato Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
J. Michael Davis Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Robert P. Doane Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Michael Gardner Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Allison Garrett Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Jed Harrison Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Kimberly K. Lane Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Jerry Orr Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Kim Saylor Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Bob Stoker Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Michael E. Tomlin Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Don West Assistant Secretary	702 S.W. 8th Street Bentonville, AR 72716
Director	
David D. Glass President and CEO	702 S.W. 8th Street Bentonville, AR 72716

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