

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

FILED

**Feb 18 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003725 (5)
1. Corporation Name
BJ'S WHOLESALE CLUB, INC.



Principal Place of Business ONE MERCER RD NATICK MA 01760	Mailing Address ONE MERCER RD NATICK MA 01760
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified 07/17/1997	
4. FEI Number 04-3360747	Applied For <input type="checkbox"/> 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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 SO PINE ISLAND RD
PLANTATION FL 33324**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ZARKIN, HERBERT J	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WEISBERGER, EDWARD J	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	
TITLE	P	<input type="checkbox"/> DELETE
NAME	NUGENT, JOHN J	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WEISBERGER, EDWARD J	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	
TITLE	SP	<input type="checkbox"/> DELETE
NAME	GALLIVAN, SARAH M	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	
TITLE	T	<input type="checkbox"/> DELETE
NAME	FORWARD, FRANK D	
STREET ADDRESS	ONE MERCER RD	
CITY-ST-ZIP	NATICK MA 01760	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	S/VP
5.3 STREET ADDRESS	GALLIVAN, SARAH M
5.4 CITY-ST-ZIP	ONE MERCER RD NATICK MA 01760
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	VP
6.3 STREET ADDRESS	FORWARD, FRANK D
6.4 CITY-ST-ZIP	ONE MERCER RD NATICK MA 01760

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.

TREASURER
2/10/98

CR2E034 (10/97)