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ACCOUNT NO. : 072100000032

REFERENCE : - 096068 7136890

AUTHORIZATION : -

COST LIMIT : \$ 70.00

FILED
01 APR -2 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2001

ORDER TIME : 3:47 PM

ORDER NO. : 096068-060

200003942402--1

CUSTOMER NO: 7136890

CUSTOMER: Ms. Ruth Motes
Wal-mart Stores, Inc. - Legal
702 Sw 8th Street

Bentonville, AR 72716-8095

FOREIGN FILINGS

NAME: WAL-MART STORES EAST, INC.

*****FILE 2ND*****

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ba 4/2

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Wal-Mart Stores East, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arkansas 3. 71-0794416
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 31, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 702 SW 8th Street, Bentonville, Arkansas, 72716
(Principal office address)
- same
(Current mailing address)
- See attached purpose clause
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Anthony D. George
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Anthony D. George, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Purpose Clause of Wal-Mart Stores East, Inc.

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Arkansas. Including, but not limited to, various management, employment and business services related to retail activities.

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Wal-Mart Stores East, Inc.

Officer List

H. Lee Scott, Jr.	President & Sole Director
Paul R. Carter	Executive Vice President
Mike Duke	Executive Vice President
Coleman Peterson	Executive Vice President
Thomas Schoewe	Executive Vice President & CFO,
Jay Fitzsimmons	Senior Vice President and Treasurer
Glenn L. Habern	Senior Vice President – New Business Development
James Martin	Senior Vice President – Pharmacy
Robert K. Rhoads	Senior Vice President and Secretary
James A. Walker, Jr.	Senior Vice President and Controller
Eric Zorn	Senior Vice President – Real Estate
Rollin Ford	Senior Vice President
Dennis Atnip	Vice President & Regional Distribution Manager
Rick Brazile	Vice President – Accounting and Assistant Controller
David Bullington	Vice President – Tax
Johnnie Dobbs, Jr.	Vice President Specialty Distribution
Larry Duff	Vice President
Bradley Feagans	Vice President & Divisional Merchandise Manager
Rollin Ford	Vice President – Distribution Operations

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Gary Fratto	Vice President & Divisional Merchandise Manager
Anthony L. Fuller	Vice President – Real Estate
Allison Garrett	Vice President & Assistant Secretary
Martin G. Gilbert	Vice President & Assistant Secretary
Kerry Harmon	Vice President – Operations
Dave Holtz	Vice President & Regional Distribution Manager
Brian Huff	Vice President & Divisional Merchandise Manager
Chuck Johnston	Vice President – Logistics
Deborah Kass	Vice President – Logistics People
Mike Mabry	Vice President & Regional Distribution Manager
Larry Mahoney	Vice President - Logistics
Rick Mangrum	Vice President
William May	Vice President
Ruth McCarthy	Vice President & Divisional Merchandise Manager
Mike McLemore	Vice President - Logistics
Lori Meyer	Vice President
Mike Miller	Vice President – Operations
Steve Noetzel	Vice President
Dave Reiff	Vice President – Private Fleet
Bob Robinson	Vice President & Regional Distribution Manager
Michael Rouse	Vice president & Divisional Merchandise Manager
Sallie Stroud	Vice President & Assistant Secretary
Ted Wade	Vice President – Traffic

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Mike Weiler	Vice President & Regional Distribution Manager
Ronald A. Williams	Vice President & Assistant Secretary
Tim Yatsko	Vice President-IMD
Robert M. Bedard	Assistant Vice President & Assistant Secretary
Jim Bennett	Assistant Vice President
J. Robert Bray	Assistant Vice President & Assistant Secretary
Kimberly K. Lane	Assistant Vice President & Assistant Secretary
S. Richard Levin	Assistant Vice President & Assistant Secretary
Barry Shannahan	Assistant Vice President & Assistant Secretary
George Bacso	Assistant Secretary
Angela S. Beehler	Assistant Secretary
Debbie Cawood	Assistant Secretary
Ann Elliot	Assistant Secretary
Anthony George	Assistant Secretary
Chris Glass	Assistant Secretary
Scott Greear	Assistant Secretary
Jim Harris	Assistant Secretary
Wanda Harris	Assistant Secretary
Gregory L. Higson	Assistant Secretary
Sonnie Hilger	Assistant Secretary
Frank Hysell	Assistant Secretary
Michael W. Kersting	Assistant Secretary

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WMEast - Page 4

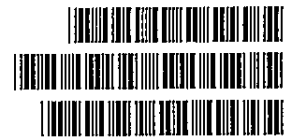
Adele E. Lucas	Assistant Secretary
Carl Muller	Assistant Secretary
Kristi Phillips	Assistant Secretary
Karen Roberts	Assistant Secretary
Brandt Rydell	Assistant Secretary
Kim Saylor	Assistant Secretary
Kathy Tobey	Assistant Secretary
Michael E. Tomlin	Assistant Secretary
Latriece Watkins	Assistant Secretary
Sheron Young	Assistant Secretary
Elizabeth Branigan	Assistant Treasurer
Michael A. Cook	Assistant Treasurer

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Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC CORPORATION

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TALLAHASSEE, FLORIDA

I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

WAL-MART STORES EAST, INC.

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation January 29, 1999.

I further certify that as far as the records show, this corporation is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 29th day of March 2001.

Sharon Priest, Secretary of State

by:

D E Morrow

C-2/Rev 10-1-88