

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. RITE AID OF SOUTH CAROLINA, 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. South Carolina 3.23 - 2047222
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/04/77 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. P.O. Box 3165
Harrisburg PA 17105
(Current mailing address)
8. To do everything pertaining to the drug store business and to own, lease, manage and operate pharmacies of all types.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

Frank T. Stephens
C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Frank T. Stephens, Asst. Vice-President

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

See Attached Rider

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

See Attached Rider

President: _____

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. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Lilli A. Binder

14. _____
(Typed or printed name and capacity of person signing application)

Lilli A. Binder
Assistant Secretary

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RITE AID OF SOUTH CAROLINA, INC.

OFFICERS AND DIRECTORS

* * * * *

| NAME | TITLE | ADDRESS |
|------------------------|-------------------------------|--|
| Franklin Brown | President Director | 30 Hunter Lane Camp Hill, PA 17011 |
| Frank Brgonzi | Vice-President | 30 Hunter Lane Camp Hill, PA 17011 |
| James Krahulec | Secretary-Treasurer | 30 Hunter Lane Camp Hill, PA 17011 |
| Lilli A. Binder | Asst. Secretary | 30 Hunter Lane Camp Hill, PA 17011 |
| Alex Grass | Director | 4025 Crooked Hill Road Harrisburg, PA 17110 |
| Martin Grass | Director | 1700 Mountainview Road Harrisburg, PA 17110 |

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The State of South Carolina



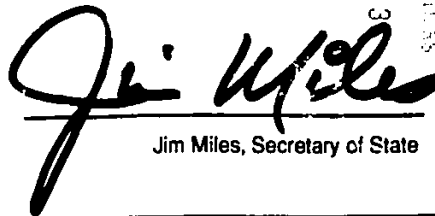
Office of Secretary of State Jim Miles Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

RITE AID OF SOUTH CAROLINA, INC.,

a corporation duly organized under the laws of the State of South Carolina on **November 4th, 1977**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State at Columbia this 14th day of
September, 1995.


Jim Miles, Secretary of State

DIVISION OF STATE RECORDS
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Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.