

F96000005048

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

September 26, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **SAM'S EAST, INC.**
(Delaware Domestic) Order #: 638209

Counsel: Karen Demory
Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, AR 72716

600001960376
-10/01/96--01024--002
*****70.00 *****70.00

Gentlemen:

As requested by counsel, we enclose for filing qualification documents on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,

Cathi J. Wall

Cathi J. Wall
Associate Customer Specialist

CJW
Enclosure

Special Instructions: None

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**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. Sam's 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. Delaware
(State or country under the law of which it is incorporated)
3. 71-0794412
(FEI number, if applicable)
4. August 30, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 702 SW 8th Street, Bentonville, Arkansas 72716
(Current mailing address)
8. See attached purpose clause
(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
Inland 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jonathan L. Miles, Asst. Secy

(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

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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)

14. Robert K. Rhoads, Secretary

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

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
Sam's 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 Delaware. Including, but not limited to, various management, employment and business services related to retail activities.

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ADDENDUM

OFFICERS

David D. Glass, President and CEO
702 SW 8th Street, Bentonville, Arkansas 72716

Joe Hardin, Executive Vice President
702 SW 8th Street, Bentonville, Arkansas 72716

James A. Walker, Jr., Senior Vice President and Controller
702 SW 8th Street, Bentonville, Arkansas 72716

Robert K. Rhoads, Senior Vice President and Secretary
702 SW 8th Street, Bentonville, Arkansas 72716

Terri Bertschy, Vice President and Treasurer
702 SW 8th Street, Bentonville, Arkansas 72716

DIRECTOR

David D. Glass
702 SW 8th Street, Bentonville, Arkansas 72716

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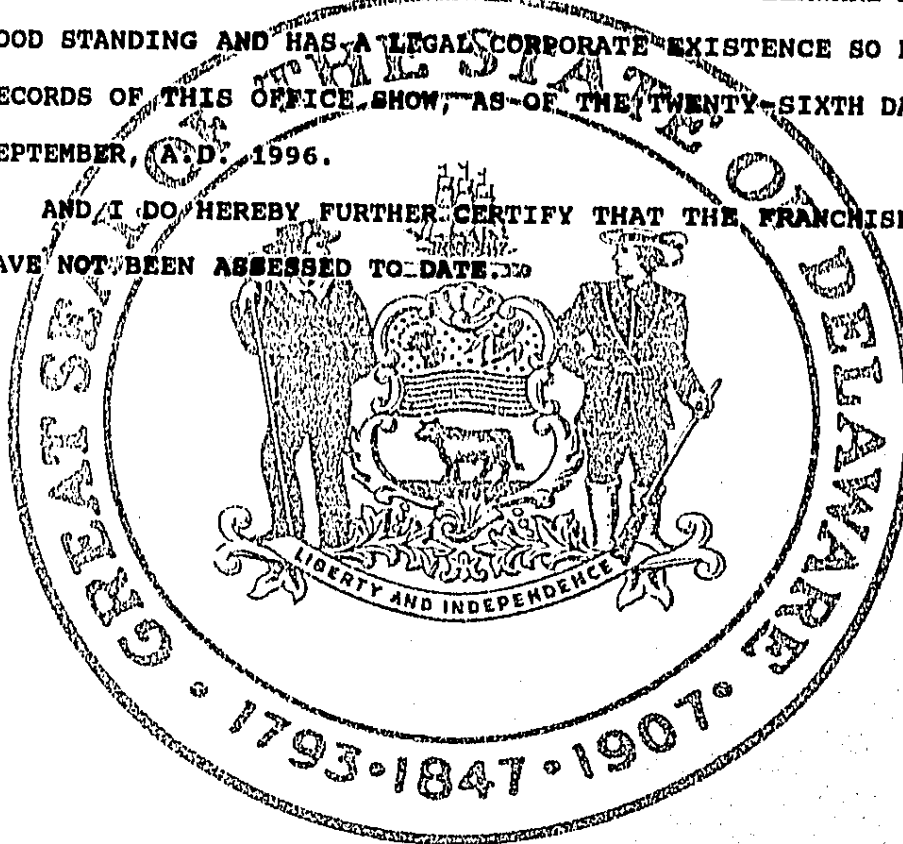
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAM'S EAST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2658800 8300

DATE:

8121801

960280167

09-26-96