

OT CORPORATION SYSTEM

F96000005116

908 Olive Street
St. Louis, MO 63101
Tel. 314-231-6380
Fax 314-231-6484

September 27, 1996

RE: WAL-MART STORES EAST, INC. (DELAWARE DOM.)

To: S/S

From: Naomi Green - C T St. Louis
Order #638237

300001963183
-10/02/96--01080--004
70.00

Please file the enclosed Certificate of Authority for above referenced company.
Enclosed are the required fees.

Also enclosed is a Consent to Use of Name signed by Wal-Mart Stores, Inc. If there
is any name conflict.

Please forward filing evidence directly to the undersigned.

Please contact me with any problems. Thank you for your assistance with this
matter.

Naomi Green

Enclosures

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DIVISION OF CORPORATIONS
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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. 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. Delaware
(State or country under the law of which it is incorporated)
3. 71-0794416
(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 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

JONATHAN L. MILES - ASST. SEC.
(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: _____

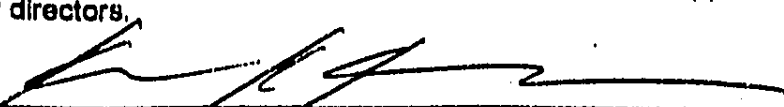
Secretary: _____

Address: _____

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
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 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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WAL★MART

WAL-MART STORES, INC.
702 N.W. 11TH STREET
BENTONVILLE, AR 72716-8095
PHONE: 501-273-4503
FAX: 501-273-8650

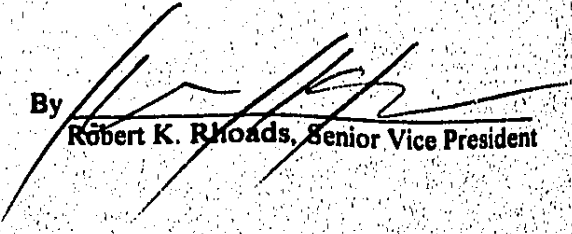
CONSENT TO USE OF NAME

Wal-Mart Stores, Inc., a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of Wal-Mart Stores East, Inc. in this state.

IN WITNESS WHEREOF, the said Wal-Mart Stores, Inc. has caused this consent to be executed by its SENIOR VICE PRESIDENT and attested by its ASSISTANT SECRETARY, this 20th day of September, 1996.

WAL-MART STORES, INC.

By


Robert K. Rhoads, Senior Vice President

Attest:


Allison Garrett, Assistant Secretary

23rd day of September, 1996. Subscribed and sworn to before me, a Notary Public within and for the County of Benton

My Commission expires: 7/1/00

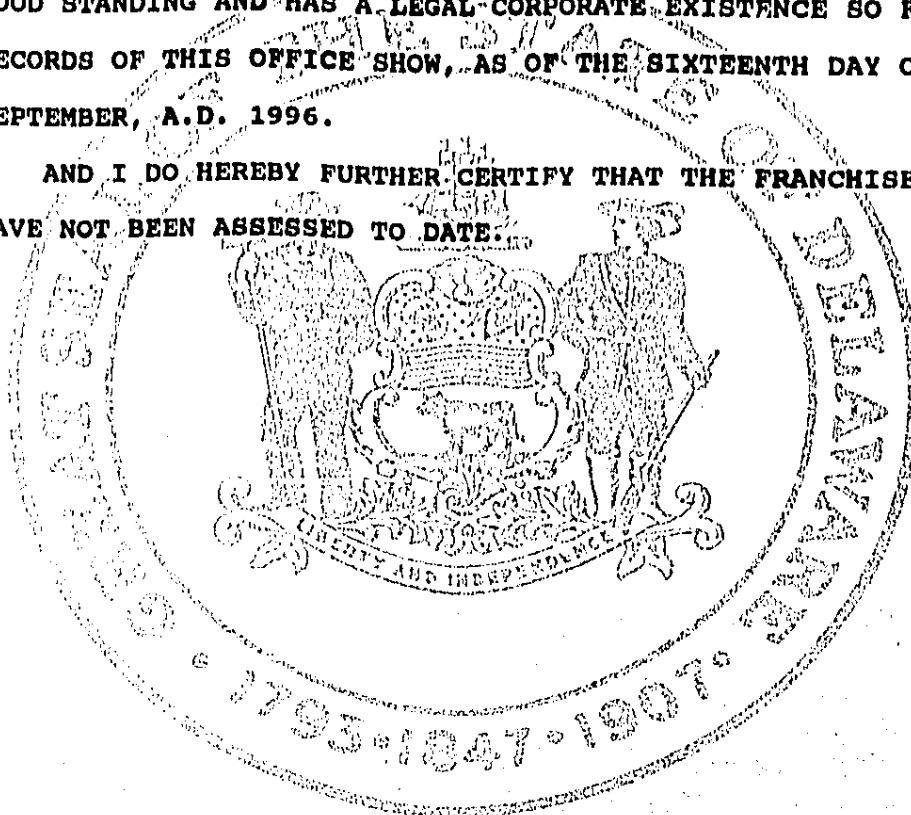

Notary Public
Karen Demory

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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 "WAL-MART STORES 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 SIXTEENTH 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:

DATE:

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09-16-96