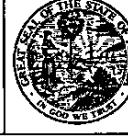


2006 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED
May 17, 2006 8:00 am
Secretary of State**

05-17-2006 90017 026 ***150.00

| | | | |
|--|---------|---|---------|
| 1. Entity Name FAMILY DOLLAR OPERATIONS, INC. | |  | |
| Principal Place of Business PO BOX 1017 CHARLOTTE, NC 28201-1017 | | Mailing Address PO BOX 1017 CHARLOTTE, NC 28201-1017 | |
| 2. Principal Place of Business | | 3. Mailing Address | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | |
| City & State | | City & State | |
| Zip | Country | Zip | Country |
| 6. Name and Address of Current Registered Agent | | | |
| CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525 | | | |
| Name Street Address City | | | |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent. | | | |
| SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small> | | | |
| <small>(NOTE: Registered Agent signature required)</small> | | | |
| FILE NOW!!! FEE IS \$150.00 Due by September 6, 2006 | | 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> | |
| 10. OFFICERS AND DIRECTORS | | 11. | |
| TITLE CD NAME LEVINE, LEON STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| TITLE VD NAME KELLEY, R J STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| TITLE PD NAME LEVINE, HOWARD R STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| TITLE VSD NAME MAHONEY JR, GEORGE R STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| TITLE V NAME ALEXANDER, R D STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| TITLE V NAME RORIE, ALBERT S STREET ADDRESS 10401 OLD MONROE ROAD CITY-ST-ZIP MATTHEWS, NC | | <input type="checkbox"/> Delete | |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained indicated on this report or supplemental report is true and accurate and that my signature shall have the effect of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, as amended, or on an attachment with an address, with all other like empowered. | | | |
| SIGNATURE:  | | SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR | |

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

RE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR
K. J. ST

5/09/06 (704)847-6961

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ATTACHMENT 40092925

EXHIBIT A
Page 1

FFF99000001482
FAMILY DOLLAR OPERATIONS, INC.
OFFICERS

| NAME | TITLE | BUSINESS ADDRESS |
|-------------------|---|---|
| Howard R. Levine | Chairman/Chief Executive Officer/ Director | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| R. James Kelly | Vice Chairman-Chief Financial and Administrative Officer | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Barry W. Sullivan | Sr. Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Janet G. Kelley | Sr. Vice President - General Counsel / Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| C. Martin Sowers | Sr. Vice President/Finance | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Dorlisa K. Flur | Sr. Vice President - Strategy and Real Estate Development | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Keith M. Gehl | Sr. Vice President - Store Construction and Facilities Management | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Charles Curry | Vice President - Real Estate, Store Development and Store Planning | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Mike Zuege | Vice President - Asset Protection | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| R. Dodd Haynes | Vice President - Internal Audit | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Ramesh Chikkala | Vice President - Store Process Improvement | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |

ATTACHMENT40092925**EXHIBIT A**
Page 2#F9900001482

| | | |
|----------------------|---|---|
| Stephen F. Phillips | Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Dennis A. Heskett | Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Allen Fields | Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Earl Bonnecaze | Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Jerome G. Vickers | Vice President - Store Operations | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Kenneth T. Smith | Vice President - Finance | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Janice B. Burris | Assistant Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| John Clifford | Assistant Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Thomas E. Schoenheit | Assistant Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Jacob Modla | Assistant Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Heather Adams | Assistant Secretary | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |
| Mark S. Chidester | Vice President - Human Resources Store Operation | 10401 Old Monroe Rd. P.O. Box 1017 Charlotte, NC 28201-1017 |