

P02000109505

CT CORPORATION SYSTEM

CORPORATION(S) NAME

BJ's FL Distribution Center, Inc.

2002 OCT 10 PM 1:28
STATE
TALLAHASSEE - FLORIDA

FILED

<input checked="" type="checkbox"/> Profit - <i>Arts</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

02 OCT 10 AM 11:21

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/10/02

Order#: 5635061

600008308306--7
-10/10/02--01052--006

Ref#:

*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

10/10/02

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

BJ's FL Distribution Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

One Mercer Road, Natick, MA 01760

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any lawful act or activity permitted under the Florida Business Corporation Act

ARTICLE IV SHARES

The number of shares of stock is:

1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Michael T. Wedge, Director & President Frank D. Forward, Director & Secretary
One Mercer Rd., Natick, MA 01760 One Mercer Rd., Natick, MA 01760
Arthur T. Silk, Jr., Director & Treasurer
One Mercer Rd., Natick, MA 01760

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

C T Corporation System 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Arthur T. Silk, Jr., One Mercer Road, Natick, MA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

C T Corporation System

By: Salveta Armenta-Gray
Signature/Registered Agent

SALVETA ARMENTA-GRAY
SPECIAL ASSISTANT SECRETARY

Date

10/9/02

Arthur T. Silk, Jr.
Signature/Incorporator
Arthur T. Silk, Jr.

10/08/02
Date

RIDER

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve a knowing violation of law, (iii) for acts not permitted to be indemnified against under the Florida Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Florida Business Corporation Code, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

sub rider