

State of Idaho

Department of State

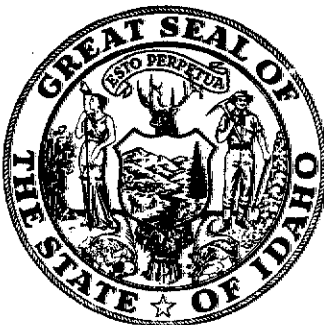
CERTIFICATE OF AUTHORITY OF

SAM'S EAST, INC.
File number C 117854

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SAM'S EAST, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SAM'S EAST, INC. to transact business in this State under the name SAM'S EAST, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 14, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

APPLICATION FOR CERTIFICATE OF AUTHORITY (Form 1)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is Sam's East, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Delaware
- Its date of incorporation is 8/30/96 and its duration, if other than perpetual, is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is
1574 North Dupont Hwy., Dover, Delaware 19901
- The address to which correspondence should be addressed, if different than item 5, is
702 SW 8th Street, Bentonville, Arkansas 72716
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
- The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
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 Idaho.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

- The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 12-23-96

Sam's East, Inc.
(Corporation name)

By Terri Bertschy
Its President, Vice President, Secretary or Assistant Secretary
(please specify)
Terri Bertschy, Vice President

IDAHO SECRETARY OF STATE CCAP
Secretary of State use only
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CX #: 14101645 CUST# 2136
AUTH PRO
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ADDENDUM

OFFICERS

David D. Glass, President and CEO

702 SW 8th Street, Bentonville, Arkansas 72716

Paul Carter, Executive Vice President

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

Anthony Fuller, Vice President (Real Estate)

702 SW 8th Street, Bentonville, Arkansas 72716

Robert M. Bedard, Assistant Vice President (Real Estate) and Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

J. Robert Bray, Assistant Vice President (Real Estate) and Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Sey E. Young, Assistant Vice President (Real Estate) and Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Jim Bennet, Assistant Vice President (Real Estate) and Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

George Bacso, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Jed Harrison, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Kim Saylors, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Allison Garrett, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Addendum, Continued

Rick Tucker, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Ann Cato, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

John E. Clarke, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Mike Davis, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Bob Stoker, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

Mike Gardner, Assistant Secretary

702 SW 8th Street, Bentonville, Arkansas 72716

DIRECTOR

David D. Glass, Sole director

702 SW 8th Street, Bentonville, Arkansas 72716

Office of the Secretary of State

JAN 6 10 39 AM '97
SECRETARY OF STATE
STATE OF IDAHO

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-SEVENTH DAY OF DECEMBER, A.D. 1996.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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960385286

8262571

12-27-96

WAL★MART

Jan 6 10 39 AM '97

SECRETARY OF STATE
STATE OF IDAHO

WAL★MART STORES, INC. LEGAL TEAM
702 S.W. 8TH STREET
BENTONVILLE, AR 72716-8095
PHONE: 501-273-4505
FAX: 501-273-8650

CONSENT TO USE OF NAME

Sam's West, Inc, a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of Sam's East, Inc. in this state.

IN WITNESS WHEREOF, the said Sam's West, Inc. has caused this consent to be executed by its SENIOR VICE PRESIDENT and attested by its ASSISTANT SECRETARY, this 30th day of December, 1996.

SAM'S WEST, INC.

By


Robert K. Rhoads, Senior Vice President

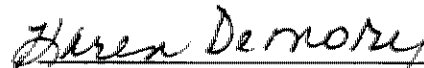
Attest:



Allison Garrett, Assistant Secretary

Subscribed and sworn to before me, a Notary Public within and for the County of Benton this 30th day of December, 1996.

My Commission expires: 7/1/00



Notary Public

Karen Demory