

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
----------------------------------------------------	-----------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------

DOCUMENT # F93000004394 (3)
 1. Corporation Name
NORTH ARKANSAS WHOLESALE CO., INC.



Principal Place of Business DEPT 8013 BENTONVILLE AR 72716-8013 US	Mailing Address DEPT 8013 BENTONVILLE AR 72716-8013 US
------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/29/1993	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 71-0411268	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *SIGNATURE IN ERROR* DATE 4-20-98

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE	WALKER, JAMES A JR	1.2 NAME	SEE ATTACHED LIST	
STREET ADDRESS	<input type="checkbox"/> DELETE	702 S.W. 8TH ST.	1.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE	BENTONVILLE AR 72716	1.4 CITY-ST-ZIP		
TITLE	<input type="checkbox"/> DELETE	CARTER, PAUL R	2.1 TITLE		
NAME	<input type="checkbox"/> DELETE	702 S.W. 8TH ST.	2.2 NAME		
STREET ADDRESS	<input type="checkbox"/> DELETE	BENTONVILLE AR 72716	2.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE	702 SW 8TH ST	2.4 CITY-ST-ZIP		
TITLE	<input type="checkbox"/> DELETE	WHITE, NICK	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE	702 SW 8TH ST	3.2 NAME		
STREET ADDRESS	<input type="checkbox"/> DELETE	BENTONVILLE FL	3.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE	MARTIN, BOBBY L	3.4 CITY-ST-ZIP		
TITLE	<input type="checkbox"/> DELETE	702 S.W. 8TH ST.	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE	BENTONVILLE AR 72716	4.2 NAME		
STREET ADDRESS	<input type="checkbox"/> DELETE	SCOTT, H. LEE JR	4.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE	702 SW 8TH ST	4.4 CITY-ST-ZIP		
TITLE	<input type="checkbox"/> DELETE	BENTONVILLE AR	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE	SEAY, THOMAS P	5.2 NAME		
STREET ADDRESS	<input type="checkbox"/> DELETE	702 S.W. 8TH ST.	5.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE	BENTONVILLE AR 72716	5.4 CITY-ST-ZIP		
TITLE	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE		6.2 NAME		
STREET ADDRESS	<input type="checkbox"/> DELETE		6.3 STREET ADDRESS		
CITY-ST-ZIP	<input type="checkbox"/> DELETE		6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

**North Arkansas Wholesale Co., Inc.
Officer List**

Samuel M. Walton Founder	(1918-1992)
James L. Walton Co-Founder	(1921-1995)
S. Robson Walton Chairman of the Board	702 S.W. 8th Street Bentonville, AR 72716
David D. Glass President	702 S.W. 8th Street Bentonville, AR 72716
Donald G. Soderquist Vice Chairman and COO	702 S.W. 8th Street Bentonville, AR 72716

EXECUTIVE VICE PRESIDENTS

Paul R. Carter President Wal-Mart Realty	702 S.W. 8th Street Bentonville, AR 72716
Thomas M. Coughlin Operations	702 S.W. 8th Street Bentonville, AR 72716
Mark Hansen President & Chief Executive Officer-Sam's	702 S.W. 8th Street Bentonville, AR 72716
David Dible Specialty Division	702 S.W. 8th Street Bentonville, AR 72716
Bobby L. Martin CEO International Div.	702 S.W. 8th Street Bentonville, AR 72716
John B. Menzer CFO	702 S.W. 8th Street Bentonville, AR 72716
H. Lee Scott, Jr. President and Chief Executive Officer - Wal-Mart Stores Division	702 S.W. 8th Street Bentonville, AR 72716
Bob Connolly Merchandising	702 S.W. 8th Street Bentonville, AR 72716
Nick White Supercenter Division	702 S.W. 8th Street Bentonville, AR 72716

SENIOR VICE PRESIDENTS

Michael Duke Logistics	702 S.W. 8th Street Bentonville, AR 72716
J. J. Fitzsimmons Finance	702 S.W. 8th Street Bentonville, AR 72716
Paul V. Higham Marketing & Sales Promotion	702 S.W. 8th Street Bentonville, AR 72716
Randall Mott Information Systems	702 S.W. 8th Street Bentonville, AR 72716
Coleman Peterson Human Resources	702 S.W. 8th Street Bentonville, AR 72716
Charles Rateliff Benefits Administration	702 S.W. 8th Street Bentonville, AR 72716
Robert K. Rhoads Senior Vice President General Counsel and Secretary	702 S.W. 8th Street Bentonville, AR 72716
James A. Walker, Jr. Senior Vice President and Controller	702 S.W. 8th Street Bentonville, AR 72716

OTHER OFFICERS

Jay Allen Vice President - Corporate Affairs	702 S.W. 8th Street Bentonville, AR 72716
David Bullington Vice President of Taxes	702 S.W. 8th Street Bentonville, AR 72716
John Bell Vice President-Distribution Personnel	702 S.W. 8th Street Bentonville, AR 72716
North Arkansas Wholesale Director	
David D. Glass President CEO	702 S.W. 8th Street Bentonville, AR 72716