

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

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000005067 (1)

1. Corporation Name
WAL-MART ASSOCIATES, INC.



Principal Place of Business
702 SW 8TH STREET
BENTONVILLE AR 72716

Mailing Address
702 SW 8TH STREET
BENTONVILLE AR 72716-6209

3. Date Incorporated or Qualified 10/02/1996	3a. Date of Last Report
4. FEI Number 71-0794409	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21	26
22 Suite Apt #, etc	27 Suite, Apt #, etc.
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 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	FL 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, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP <input type="checkbox"/> DELETE GLASS, DAVID D 702 SW 8TH STREET BENTONVILLE AR 72716	1.1 TITLE	SEE ATTACHED LIST <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE GLASS, DAVID D 702 SW 8TH STREET BENTONVILLE AR 72716	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	EV <input type="checkbox"/> DELETE HARDIN, JOE 702 SW 8TH STREET BENTONVILLE AR 72716	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	VC <input type="checkbox"/> DELETE WALKER, JAMES A JR 702 SW 8TH STREET BENTONVILLE AR 72716	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	VS <input type="checkbox"/> DELETE RHOADS, ROBERT K 702 SW 8TH STREET BENTONVILLE AR 72716	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	VT <input type="checkbox"/> DELETE BERTSCHY, TERRI 702 SW 8TH STREET BENTONVILLE AR 72716	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do 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.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
JAMES A. WALKER, JR. 4/22/97 (40)277-2765
Date Daytime Phone #

CFR2E034 (9/96)

**Wal-Mart Associates, Inc.
Officers & Director**

David D. Glass
President and CEO

702 S.W. 8th Street
Bentonville, AR 72716

Joseph S. Hardin, Jr.
Executive Vice President

702 S.W. 8th Street
Bentonville, AR 72716

Coleman Peterson
Sr. Vice President

702 S.W. 8th Street
Bentonville, AR 72716

Charles Rateliff
Sr. Vice President

702 S.W. 8th Street
Bentonville, AR 72716

Robert K. Rhoads
Senior Vice President 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

Terri Bertschy
V.P./Treasurer

702 S.W. 8th Street
Bentonville, AR 72716

Allison Garrett
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 72716

Ann Cato
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 72716

Director

David D. Glass
President and CEO

702 S.W. 8th Street
Bentonville, AR 72716