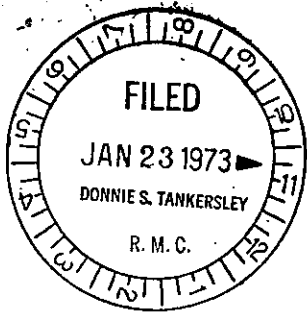


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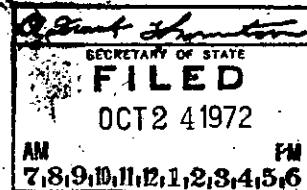
ARTICLES OF MERGER

-of-

GREENVILLE CORP.

-into-

F. W. WOOLWORTH CO.



45.00
N 8382
0-24-72

Pursuant to the authority of Sections 10.5 and 10.7 of the South Carolina Business Corporation Act, the following articles of merger are hereby adopted:

FIRST: The Board of Directors of the corporation named herein as the parent corporation has, by resolution, approved a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said parent corporation. The plan of merger is as follows:

1. The name of the subsidiary corporation to be merged is Greenville Corp., which is a South Carolina corporation, and the name of the parent corporation, which shall be the surviving corporation, is F. W. Woolworth Co., which is a New York corporation.

2. The designation of the outstanding shares of Greenville Corp., all of which are of the same class, is Common Stock and the number of such shares is 100,000, all of which are owned by F. W. Woolworth Co.

3. The terms and conditions of the proposed merger are:

(a) that the merger shall be effected as of October 31, 1972;

Date: OCT 24 1972

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

C. Frank Shontz
SECRETARY OF STATE OF SOUTH CAROLINA

(Continued on next page)