

THIRD: The laws of the State of New York permit such merger under substantially the same terms and conditions as Section 10.5 of the South Carolina Business Corporation Act; and the merger of the subsidiary corporation into the parent corporation has been authorized under the laws of the State of New York.

FOURTH: The parent corporation agrees that it may be served with process in the State of South Carolina in any proceeding to enforce any obligation of the subsidiary corporation for which the subsidiary corporation was previously subject to suit in the State of South Carolina. The parent corporation hereby irrevocably appoints the Secretary of State of the State of South Carolina as its agent to accept service of process in any such proceeding. The Post Office address within the State of South Carolina to which the Secretary of State shall mail a copy of any process in such proceeding is:

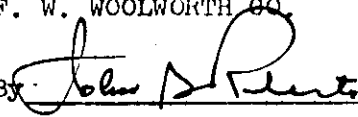
F. W. Woolworth Co.
c/o C T Corporation System
Registered Agcnt
409 East North Street
Greenville
South Carolina 29602

FIFTH: The effective date of the merger in so far as the provisions of the South Carolina Business Corporation Act govern such effective date, shall be the 31st day of October, 1972.

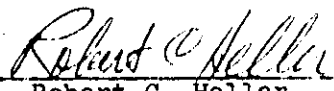
Dated: October 18, 1972:

F. W. WOOLWORTH CO.

By


John S. Roberts,
President

By


Robert C. Heller,
Secretary