

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2010 DEC 21 PM 12:40

SECRETARY OF STATE
CORPORATIONS DIV.

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Staples, Inc.
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is January 23, 1986 and the period of its duration is perpetual

- 5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
500 Staples Drive, Framingham, MA 01702

- 6. The address of its proposed registered office in Rhode Island is 155 South-Main Street, Suite 301
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
the sale of office supplies

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached rider</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Michael A. Miles	500 Staples Drive, Framingham, MA 01702
Vice President	Mark Weiss	same
Treasurer	Lisa Scopa	same
Secretary	Kristin Campbell	same

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
2,100,000,000	common		\$.0006
5,000,000	preferred		\$.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 690,000,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 6,000,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0

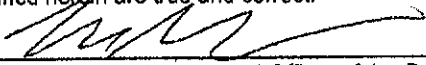
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing to be effective January 1, 2011

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 17, 2010


Signature of Authorized Officer of the Corporation

Mark Weiss, VP and Asst. Secretary

Type or Print Name of Authorized Officer

8(a):

The names and addresses of directors:

Name: Basil Anderson, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Vijay Vishwanath, **Director**
Address: c/o Staples, Inc., 500
Staples Drive
City, State, Zip: Framingham, MA
01702

Name: Arthur Blank, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Paul Walsh, **Director**
Address: c/o Staples, Inc., 500
Staples Drive
City, State, Zip: Framingham, MA
01702

Name: Mary Elizabeth Burton, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Justin King, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Carol Meyrowitz, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Rowland Moriarty, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Robert Nakasone, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Ronald Sargent, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Elizabeth Smith, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Name: Robert Sulentic, **Director**
Address: c/o Staples, Inc., 500 Staples Drive
City, State, Zip: Framingham, MA 01702

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAPLES, 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 TWENTIETH DAY OF DECEMBER, A.D. 2010.

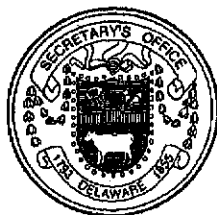
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2081725 8300

101209945

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8440472

DATE: 12-20-10