

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

THE TJX OPERATING COMPANIES, INC.

To the Secretary of State
of the State of Rhode Island

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43351

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is
THE TJX OPERATING COMPANIES, INC.

SECOND: The name which it elects to use in Rhode Island is
THE TJX OPERATING COMPANIES, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 1/24/89 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in the operation of retail stores, and the support thereof, such as operation of warehouse distribution, and to engage in any lawful act or activity permitted.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
(SEE ATTACHED)	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
3000	Common	----	\$.01

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
100	Common	----	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 652,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,750,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,404,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 13,140,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 16, 19 89

The TJX Operating Companies, Inc.
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its Vice President
Donald G. Campbell
and
Its Secretary
Jay H. Hiltzer

STATE OF Massachusetts }
COUNTY OF Middlesex } Sc.

At Framingham in said County on the 16th day
of May 19 89, before me personally appeared
Donald G. Campbell, who being by me first duly sworn, declared that
he is the Vice President of The TJX Operating Companies, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

[Signature: Deborah A. Sughrue]
Notary Public

(NOTARIAL SEAL)

DEBORAH A. SUGHRUE
Notary Public
My Commission Expires May 18, 1995

THE TJX OPERATING COMPANIES, INC.

Directors

Maurice Segall	(for MA & CT only)	1501 Beacon St. Apt. 1804 Brookline, MA 02146
	(for all other states)	770 Cochituate Rd. Framingham, MA 01701
Arthur F. Loewy	(for MA & CT only)	273 Prospect St. Framingham, MA 01701
	(for all other states)	770 Cochituate Rd. Framingham, MA 01701
Sumner Feldberg	(for MA & CT only)	12 Poets Path Wayland, MA 01778
	(for all other states)	770 Cochituate Rd. Framingham, MA 01701

Officers

Chairman of the Board	Maurice Segall	(for MA & CT only) 1501 Beacon St. Apt. 1804 Brookline, MA 02146
		(for all other states) 770 Cochituate Rd. Framingham, MA 01701
President and Chief Executive Officer	Bernard Cammarata	(for MA & CT only) 43 Sarah Way Concord, MA 01742
		(for all other states) 770 Cochituate Rd. Framingham, MA 01701
Senior Vice President	Richard Lesser	(for MA & CT only) 71 Bullard Road Weston, MA 02193
		(for all other states) 770 Cochituate Rd. Framingham, MA 01701
Senior Vice President - Finance, and Chief Financial Officer	Donald G. Campbell	(for MA & CT only) Wales Road Brimfield, MA 01010
		(for all other states) 770 Cochituate Rd. Framingham, MA 01701
Senior Vice President, General Counsel and Secretary	Jay H. Meltzer	(for MA & CT only) 129 Dorset Road Waban, MA 02168
		(for all other states) 770 Cochituate Rd. Framingham, MA 01701

THE TJX OPERATING COMPANIES, INC.

DIRECTORS

Names:

Maurice Segall

Arthur F. Loewy

Sumner Feldberg

Business Addresses:

770 Cochituate Road
Framingham, MA 01701

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Framingham, MA 01701

770 Cochituate Road
Framingham, MA 01701

OFFICERS

Names & Titles

Maurice Segall
Chairman of the Board

Bernard Cammarata
President and Chief
Executive Officer

Richard Lesser
Senior Vice President

Donald G. Campbell
Senior Vice President-
Finance, and Chief
Financial Officer

Jay H. Meltzer
Senior Vice President
General Counsel
and Secretary

Business Addresses:

770 Cochituate Road
Framingham, MA 01701

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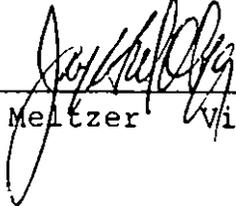
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SECRETARY OF STATE
CORPORATION DIV.

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CONSENT TO USE OF NAME

The TJX Companies, Inc., a corporation
organized under the laws of the State of Delaware, hereby consents to
the organization-qualification of The TJX Operating Companies, Inc.
in the State of Rhode Island.

IN WITNESS WHEREOF, the said The TJX Companies, Inc.
_____ has caused this consent to be executed by its vice president
and attested under its corporate seal by its ~~assistant~~ secretary, this 30 day of
May 1989.

The TJX Companies, Inc.
By Jay H. Meltzer  Vice President

Attest:

Ann McCauley
Ann McCauley Assistant Secretary

(SEAL)

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SECRETARY OF STATE
CORPORATIONS DIV.

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