

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

83528

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

OFFICE DEPOT, INC.

To the Secretary of State
of the State of Rhode Island

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 OFFICE DEPOT, INC.

SECOND: The name which it elects to use in Rhode Island is

(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 September 12, 1986 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, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

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

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are sales and manufacturing of office supplies

Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

MAR 14 1995

By

[Signature]
175803

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CORPORATIONS DIVISION
MAR 14 1995

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attached List	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>
200,000,000	Common	--	\$.01
1,000,000	Preferred	--	\$.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>
142,233,200	Common	--	\$.01
-0-	Preferred	--	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,800,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 5,000,000,000

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 \$ -0-

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 March 7, 1995

OFFICE DEPOT, INC.
(Exact Corporate Name of Corporation Making Application)

By *Mark D. Begelman*
Mark D. Begelman
Its President

and *Barry S. Goldstein*
Barry S. Goldstein
Its Secretary

STATE OF FLORIDA }
COUNTY OF PALM BEACH } Sc.

At Delray Beach in said County on the 7th day of March 1995, before me personally appeared Mark Begelman and Barry Goldstein, who are personally known to me, and who being by me first duly sworn, declared that they are not the president and secretary of OFFICE DEPOT, INC. that they signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: April 9, 1998.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.

Michael J. Pilato
Notary Public
Michael J. Pilato

(NOTARIAL SEAL)

OFFICE DEPOT, INC.
BOARD OF DIRECTORS

NAME	ADDRESS	CITY	ST	ZIP	TERM EXPIRES
-----	-----	-----	--	-----	-----
DAVID J. FUENTE	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
MARK D. BEGELMAN	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
DENIS DEFORREY	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
W. SCOTT HEDRICK	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
JOHN B. MUNFORD	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
MICHAEL J. MYERS	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
PETER J. SOLOMON	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
CYNTHIA COHEN TURK	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95
ALAN L. WURTZEL	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445	4/30/95

THE FIRST DIRECTOR LISTED ABOVE IS THE CHAIRMAN OF THE BOARD.

OFFICE DEPOT, INC.
CORPORATE OFFICERS

TITLE	NAME	ADDRESS	CITY	ST	ZIP
CHIEF EXECUTIVE OFFICER	DAVID I. FUENTE	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
PRESIDENT	MARK D. BEGELMAN	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-FINANCE, CFO, SECRETARY	BARRY J. GOLDSTEIN	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-HUMAN RESOURCES	F. TERRY BEAN	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-MERCHANDISING & MARKETING	GARY D. FOSS	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-OPERATIONS	RICHARD M. BENNINGTON	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-SYSTEMS & DISTRIBUTION	WILLIAM SELTZER	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
EXECUTIVE VP-CONTRACT STATIONERS	JUDITH ROGALA	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445
VICE PRESIDENT-CONTROLLER	R. JOHN SCHMIDT, JR.	2200 OLD GERMANTOWN ROAD	DELRAY BEACH	FL	33445

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "OFFICE DEPOT, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 1993, AT 1:30 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7435097

DATE:

03-10-95