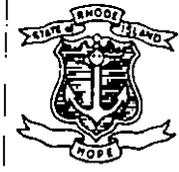


Filing Fee: \$75.00

ID Number: 25844



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is J. C. Penney Company, Inc.
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 08/09/1927, authorizing it to transact business in Rhode Island under the name of: J. C. Penney Company, Inc.
4. The corporate name of the corporation has been changed to J. C. Penney Corporation, Inc.
(If no change, so indicate.)
5. 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:*
J. C. Penney Corporation, Inc.
 - (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:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED
MAR 19 2002
BY [Signature]
25844

05/11/2001

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"): No Change

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 18,341
Amount in Millions
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 5,319,645.00
- (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 2.7%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 7,729
Amount in Millions
- (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 \$ unknown
- (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 _____%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 2/8/02

J. C. Penney Company, Inc.
 Print Exact Name of Corporation Making Application

J. J. Vawrinek By J. J. Vawrinek

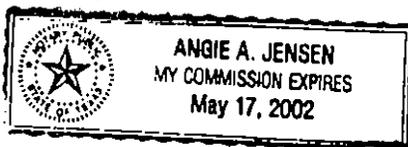
President or Vice President (check one)

E. P. McGreal By E. P. McGreal

Secretary or Assistant Secretary (check one)

STATE OF Texas
 COUNTY OF Collin

In Collin, on this 8th day of Feb., 2002, personally appeared before me J. J. Vawrinek who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Angie A. Jensen
 Notary Public
 My Commission Expires: 5/17/02

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"JCP MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "J. C. PENNEY COMPANY, INC." UNDER THE NAME OF "J. C. PENNEY CORPORATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2002, AT 2:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2002, AT 12 O'CLOCK A.M.



0176726 8100M

020174459

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1669833

DATE: 03-15-02