

08-12-2002

EET

Docket No.:

LY

01230.514



102185532

Tab settings

To the Honorable Commissioner of F

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Family Dollar Marketing, Inc.

18-0502

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Family Dollar Stores of Michigan, Inc.

Internal Address:

Street Address: 10401 Old Monroe Road

City: Mathews State: NC ZIP: 28105

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 1, 2002

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/246,567 76/346,124 75/516,184

B. Trademark Registration No.(s)

2,448,296 2,483,186 2,525,048
1,477,823 2,304,784 2,386,264
2,464,212 2,289,606 1,384,406

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Francis M. Pinckney

Internal Address: Kennedy Covington Lobdell & Hickman

Street Address: 100 N. Tryon Street, Suite 4200

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved:.....

16

7. Total fee (37 CFR 3.41):.....\$ \$415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

08/09/2002 LINELLER 00000191 76246567

DO NOT USE THIS SPACE

01 FC:401 40.00 OP
02 FC:402 375.00 OP

FINANCE SECTION
RECORDED
INDEXED
AUG 13 2002

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Francis M. Pinckney

Name of Person Signing

Signature

August 5, 2002

Date

Total number of pages including cover sheet, attachments, and

8

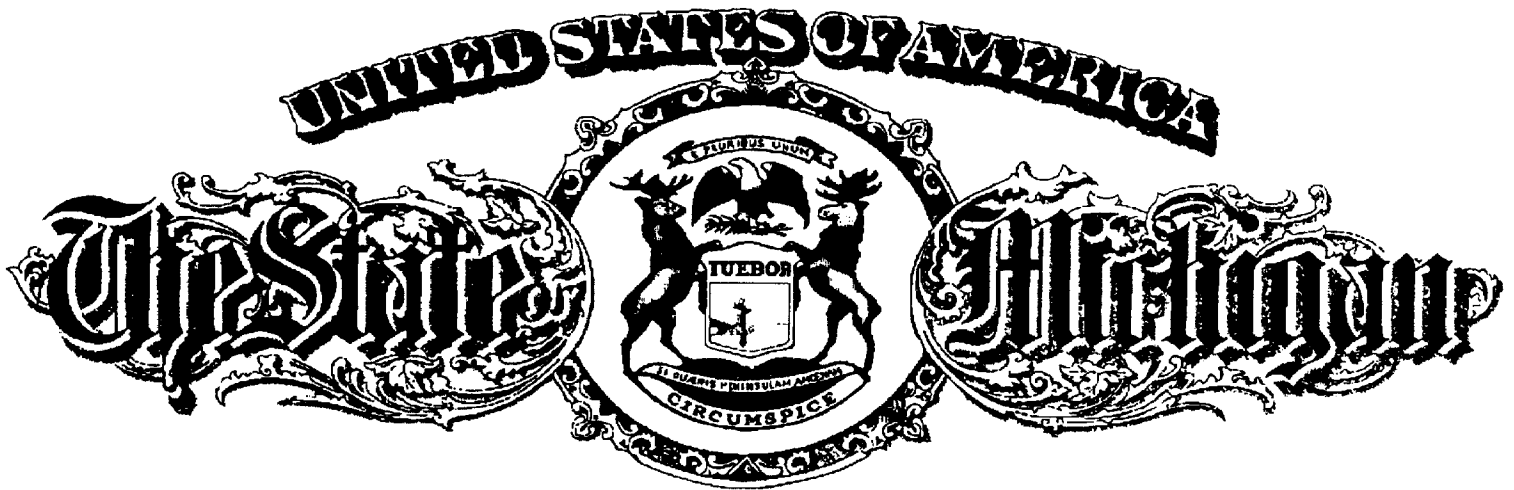
Continuation of Recordation Form Cover Sheet
Docket No. 001230.514

Conveying Party:
Family Dollar Marketing, Inc.

Receiving Party:
Family Dollar Stores of Michigan, Inc.

Additional Trademark Registration Nos.

1,724,849
950,085
1,895,531
1,994,094



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of June, 2002

Andrew S. Mitchell, Director
Bureau of Commercial Services

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

FAMILY DOLLAR STORES OF MICHIGAN, INC.

ID NUMBER: 066156

received by facsimile transmission on December 18, 2001 is hereby endorsed

Filed on December 19, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: January 1, 2002

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of December, 2001.



Andrew S. Mitchell

, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 01353

GOLD SEAL APPEARS ONLY ON ORIGINAL

**TRADEMARK
REEL: 002560 FRAME: 0572**

BCE/CD-550m (Rev. 04/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES								
Date Received	(FOR BUREAU USE ONLY)							
<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>								
Name Kimberly A. Batz		<table border="1"> <tr> <td>EFFECTIVE DATE</td> <td>01/01/02</td> </tr> <tr> <td>Expiration date</td> <td>or new assumed names: December 31, 2001</td> </tr> <tr> <td>Expiration date</td> <td>or transferred assumed names appear in item 6</td> </tr> </table>	EFFECTIVE DATE	01/01/02	Expiration date	or new assumed names: December 31, 2001	Expiration date	or transferred assumed names appear in item 6
EFFECTIVE DATE	01/01/02							
Expiration date	or new assumed names: December 31, 2001							
Expiration date	or transferred assumed names appear in item 6							
Address 401 South Tryon Street, Suite 3000								
City	State	Zip Code						
Charlotte	NC	28262						

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Family Dollar Marketing, Inc.	NC 0359508
Family Dollar Stores of Michigan, Inc.	MI 066156

b. The name of the surviving (new) entity and its identification number is:

Family Dollar Stores of Michigan, Inc.	MI 066156
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

10401 Old Monroe Road, Matthews, North Carolina 28105
Mailing Address: P.O. Box 1017, Charlotte, North Carolina 28201-1017

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of January, 2002 at 12:01 a.m.

12/18/2001 03:00PM

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 002560 FRAME: 0573

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Family Dollar Marketing, Inc.	50 shares - common	Common	N/A
Family Dollar Stores of Michigan, Inc.	100 shares - common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows: See attached Rider A.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: The Articles of Incorporation of Family Dollar Stores of Michigan, Inc., as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the surviving corporation.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:
 the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.
Family Dollar Stores of Michigan, Inc.

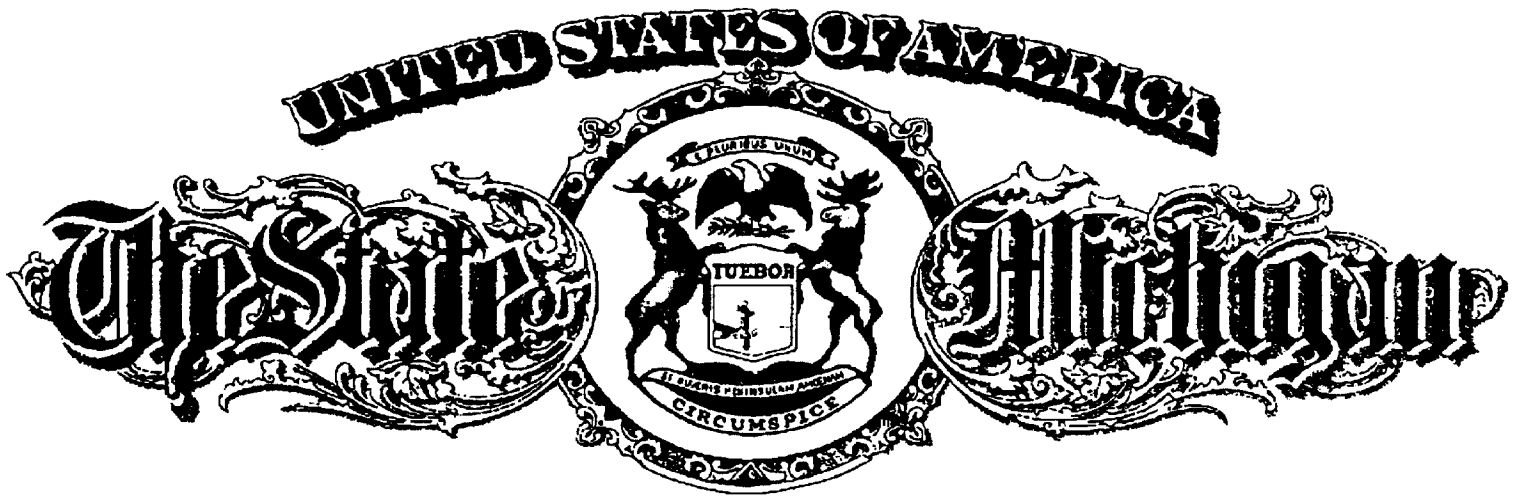
By C. Martin Lawrence
 (Signature of Authorized Officer or Agent)
Sr. Vice President - Finance
 (Type or print name)
Family Dollar Marketing, Inc.
 (Name of Corporation)

By George J. Mahoney, Jr.
 (Signature of Authorized Officer or Agent)
Executive Vice President
 (Type or print name)
Family Dollar Stores of Michigan, Inc.
 (Name of Corporation)

Rider A

Family Dollar, Inc. has transferred all of the capital stock of Family Dollar Stores of Michigan, Inc. to Family Dollar Services, Inc. Family Dollar Services Inc., a North Carolina corporation, is the sole shareholder of each constituent entity. Each share of capital stock of Family Dollar Marketing, Inc. outstanding immediately prior to the effective date of the merger shall be cancelled without any conversion. Each share of capital stock of Family Dollar Stores of Michigan, Inc. outstanding immediately prior to the effective date of the merger shall not be converted, exchanged or altered in any manner and will remain outstanding as a share of stock of the surviving entity.

12/18/2001 03:00PM



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

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, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 01353

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**TRADEMARK
REEL: 002560 FRAME: 0577**

BCS/CD-552m (Rev. 04/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	Kimberly A. Batz
Address	401 South Tryon Street, Suite 3000
City	Charlotte
State	NC
Zip Code	28262
EFFECTIVE DATE	01/01/02
Expiration date	for new assumed names: December 31,
Expiration date	for transferred assumed names appear in item 6

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The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

 (Signature of Incorporator) (Type or Print Name)

 (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Family Dollar Stores of Michigan, Inc.

By C. Minter Lawrence
 (Signature of Authorized Officer or Agent)
 Sr. Vice President - Finance
 (Type or print name)
 Family Dollar Marketing, Inc.
 (Name of Corporation)

By George J. Mahoney, Jr.
 (Signature of Authorized Officer or Agent)
 Executive Vice President
 (Type or print name)
 Family Dollar Stores of Michigan, Inc.
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