

THE STATE OF ALABAMA

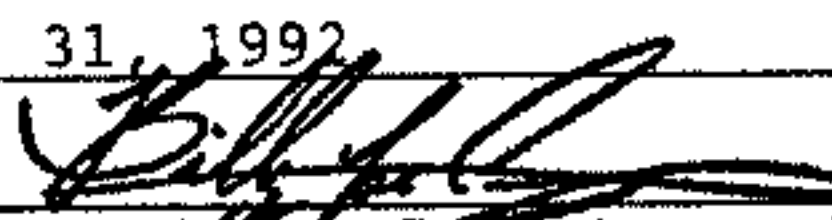
I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles of Merger, duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging:

Family Dollar Stores, Inc., Family Dollar Stores of Scottsboro, Ala., Inc., Family Dollar Stores of Ft. Payne, Ala., Inc., Family Dollar Stores of Roanoke, Ala., Inc., Family Dollar Stores of Demopolis, Ala., Inc., Family Dollar Stores of Tallassee, Ala., Inc., Family Dollar Stores of Attalla, Ala., Inc., Family Dollar Stores of Opelika, Ala., Inc., Family Dollar Stores of Huntsville, Ala., Inc., Family Dollar Stores of Mobile, Ala., Inc., Family Dollar Stores of Brewton, Ala., Inc., Family Dollar Stores of Foley, Ala., Inc., Family Dollar Stores of Clanton, Ala., Inc., Family Dollar Stores of Selma, Ala., Inc., Family Dollar Stores of Piedmont, Ala., Inc., Family Dollar Stores of Cullman, Ala., Inc., Family Dollar Stores of Fayette, Ala., Inc., Family Dollar Stores of Hartselle, Ala., Inc., Family Dollar Stores of Bay Minette, Ala., Inc., Family Dollar Stores of Hueytown, Ala., Inc., Family Dollar Stores of Birmingham, Ala., Inc., Family Dollar Stores of Geneva, Ala., Inc., Family Dollar Stores of Opp, Ala., Inc., Family Dollar Stores of Eufaula, Ala., Inc., Family Dollar Stores of Andalusia, Ala., Inc., Family Dollar Stores of Childersburg, Ala., Inc., Family Dollar Stores of Northport, Ala., Inc., Family Dollar Stores of Greenville, Ala., Inc., Family Dollar Stores of Georgiana, Ala., Inc., Family Dollar Stores of Decatur, Ala., Inc., Family Dollar Stores of Florence, Ala., Inc., Family Dollar Stores of Sheffield, Ala., Inc., Family Dollar Stores of Athens, Ala., Inc., Family Dollar Stores of Guin, Ala., Inc., Family Dollar Stores of Boaz, Ala., Inc., Family Dollar Stores of Russellville, Ala., Inc., Family Dollar Stores of Moulton, Ala., Inc., Family Dollar Stores of Aliceville, Ala., Inc. and Family Dollar Stores of Lanett, Ala., Inc. into Family Dollar Stores of Hamilton, Ala., Inc., all Alabama Corporations, changing its name to Family Dollar Stores of Alabama, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Alabama to be affixed at the Capitol, in the City of Montgomery, on this day.

August 31, 1992


Billy Joe Camp, Secretary of State



FILED IN THIS OFFICE
AUG 31 1992
5:00 PM AD
SECRETARY OF STATE

ARTICLES OF MERGER
OF EACH OF THE UNDERSIGNED CORPORATIONS
DESIGNATED AS A MERGING CORPORATION
WITH AND INTO
FAMILY DOLLAR STORES OF HAMILTON, ALA., INC.

Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of two or more domestic business corporations, Family Dollar Stores of Hamilton, Ala., Inc., an Alabama corporation (the "Surviving Corporation"), and each of the undersigned corporations designated as a merging corporation, each of which is an Alabama corporation (collectively referred to herein as the "Merging Corporations"), hereby adopt and submit these Articles of Merger.

ARTICLE I

I. The Surviving Corporation and each of the Merging Corporations are business corporations organized under the laws of the State of Alabama and subject to the Alabama Business Corporation Act.

ARTICLE II

II. The respective Boards of Directors of the Surviving Corporation and of each of the Merging Corporations has duly approved the Plan of Merger (the "Plan"), attached hereto as Exhibit A and incorporated herein by reference, for merging each of the Merging Corporations with and into the Surviving Corporation.

ARTICLE III

III. Each of the Merging Corporations has 100 outstanding shares of stock, all of which shares are of the same class. All of the shares of stock of each of the Merging Corporations were voted in favor of the Plan, and none of the shares of stock of any of the Merging Corporations were voted against the Plan.

ARTICLE IV

IV. The Surviving Corporation has 100 outstanding shares of stock, all of which shares are of the same class. All of the shares of the Surviving Corporation were voted in favor of the Plan, and none of the shares of stock of the Surviving Corporation were voted against the Plan.

ARTICLE V

V. The Surviving Corporation shall continue its existence as the surviving corporation under the name Family Dollar Stores of Alabama, Inc. pursuant to the provisions of the Alabama Business Corporation Act.

ARTICLE VI

VI. For each of the Merging Corporations, its Articles of Incorporation or, in the case of a Merging Corporation that existed on January 1, 1981, its Certificate of Incorporation is filed in the County of Montgomery in the State of Alabama.

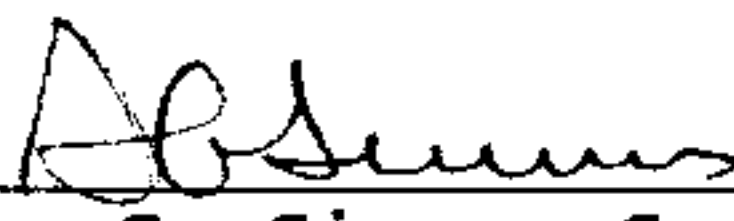
ARTICLE VII

VII. The Articles of Incorporation of the Surviving Corporation are filed in the County of Montgomery in the State of Alabama.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 13th day of August, 1992.

SURVIVING CORPORATION:

**FAMILY DOLLAR STORES OF HAMILTON, ALA.,
INC.**

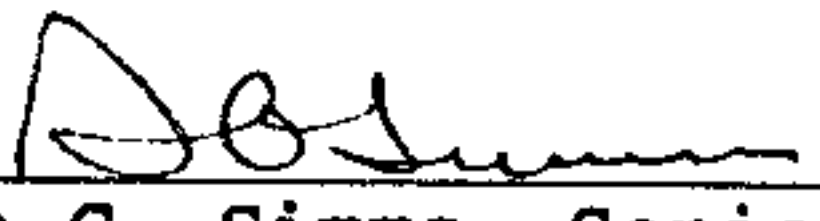
By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested by:

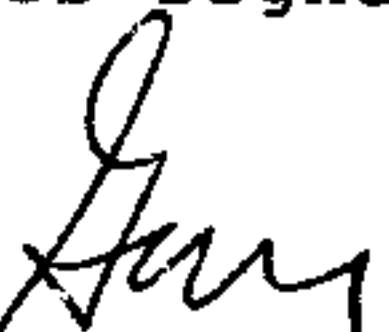
By: 
George R. Mahoney, Jr., Secretary

EACH OF THE FOLLOWING IS A MERGING CORPORATION:

FAMILY DOLLAR STORES, INC.

By: 
Stephen G. Simms, Senior Vice
President

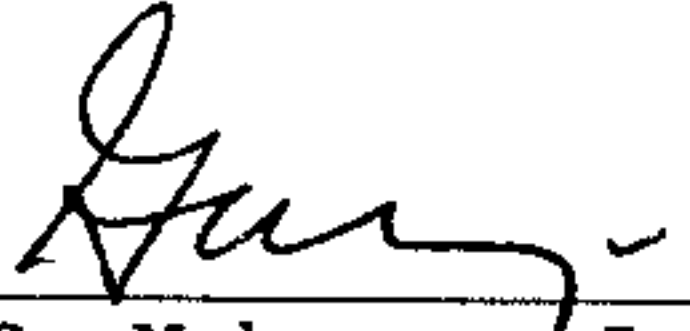
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
SCOTTSBORO, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF FT.
PAYNE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
ROANOKE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

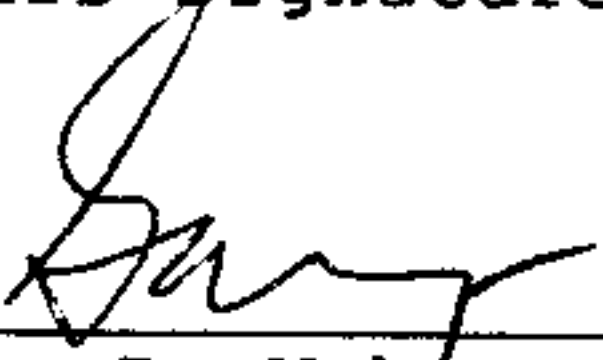
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
DEMOPOLIS, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

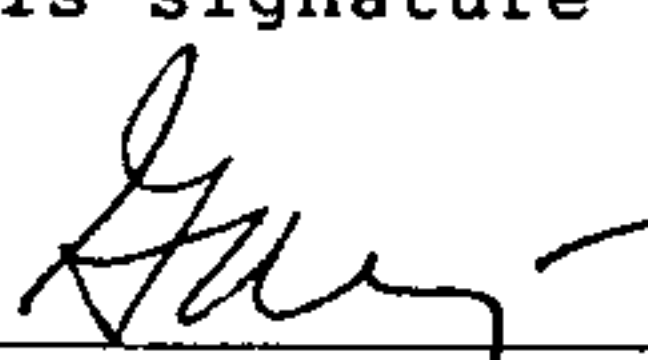
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
TALLASSEE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

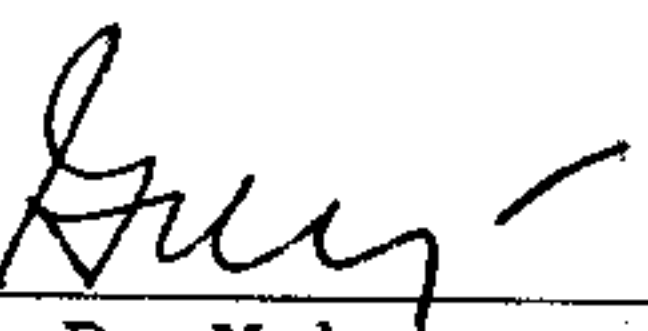
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By: 
George R. Mahoney, Jr.,
Secretary

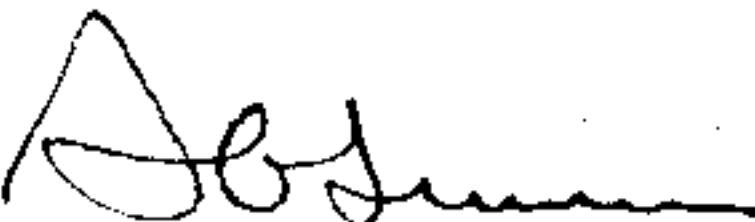
**FAMILY DOLLAR STORES OF
ATTALLA, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

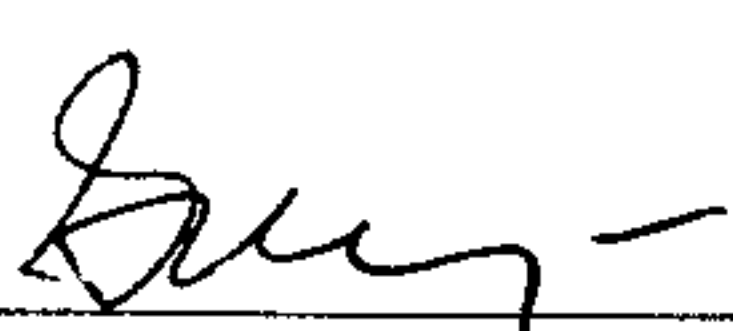
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
OPELIKA, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

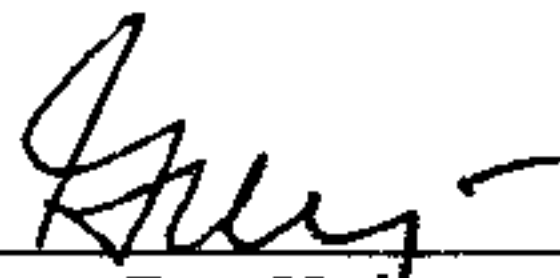
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
HUNTSVILLE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF MOBILE,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

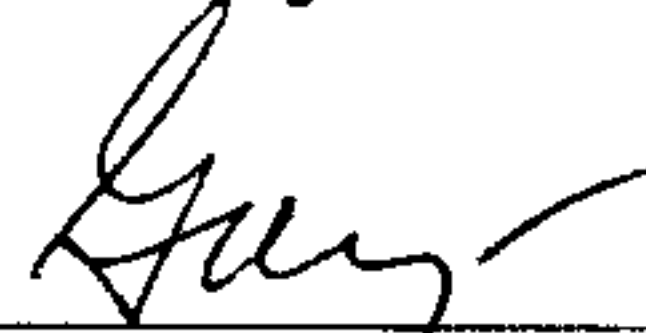
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
BREWTON, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

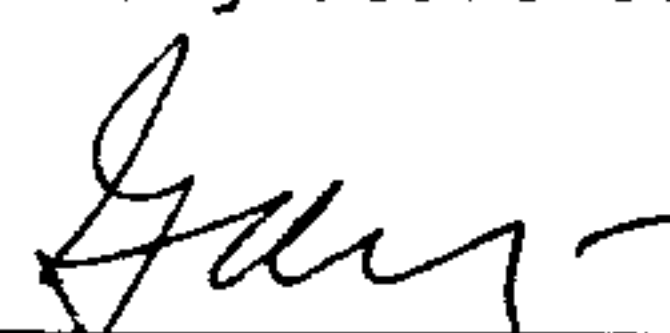
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF FOLEY,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
CLANTON, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

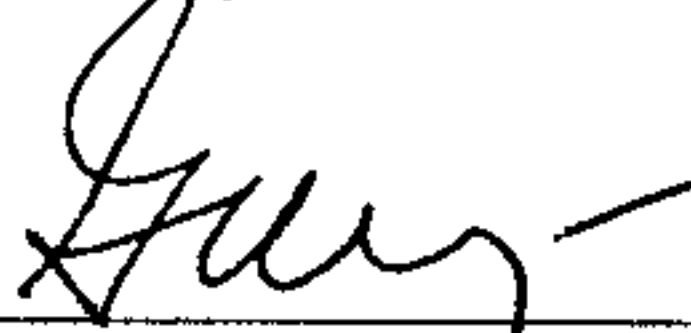
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF SELMA,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

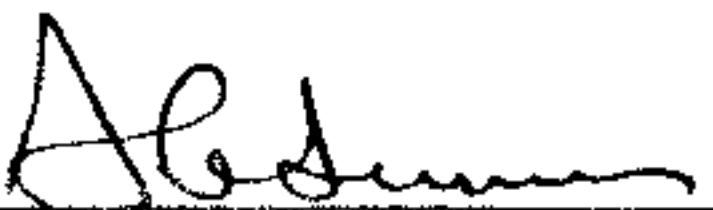
**FAMILY DOLLAR STORES OF
PIEDMONT, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

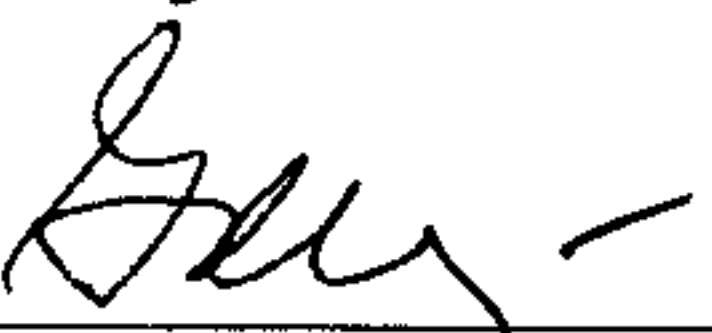
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
FAYETTE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

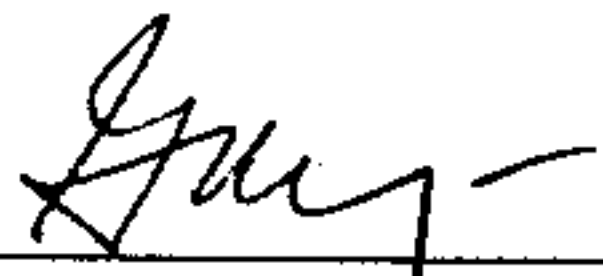
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
CULLMAN, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF BAY
MINETTE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

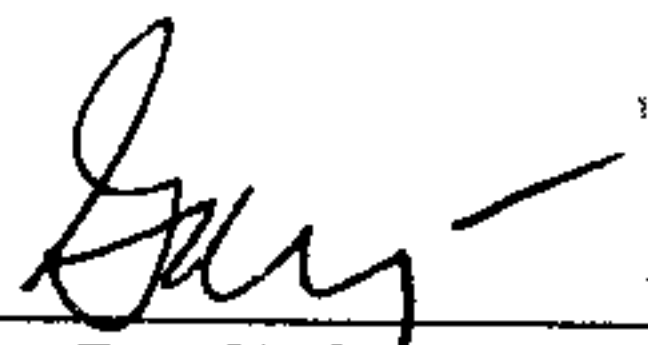
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
HARTSELLE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

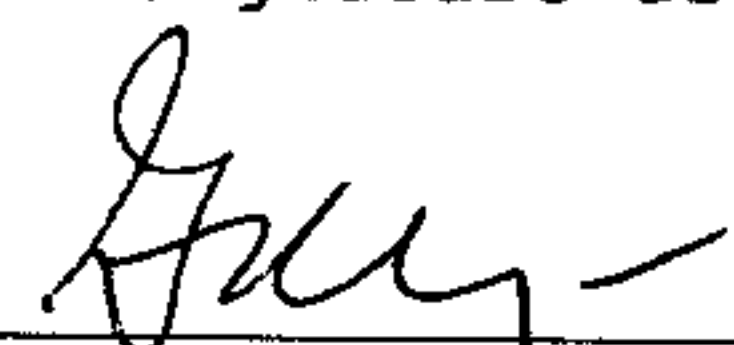
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
BIRMINGHAM, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

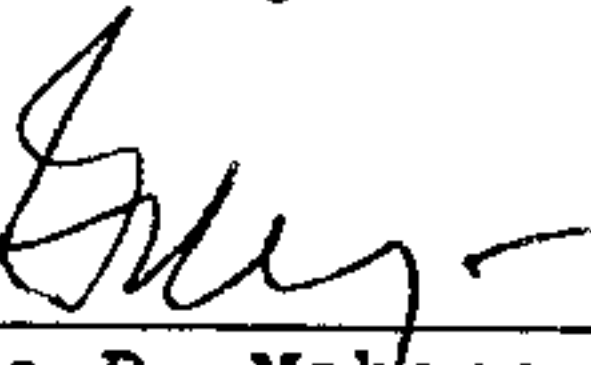
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By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
HUEYTOWN, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF GENEVA,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

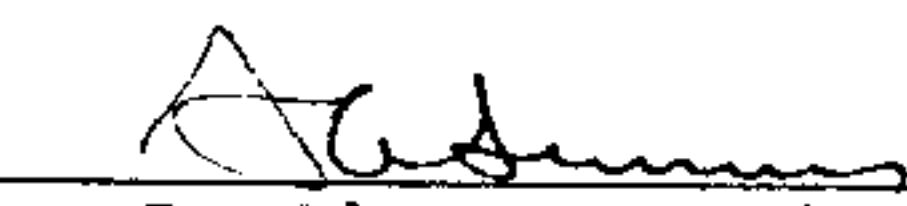
**FAMILY DOLLAR STORES OF OPP,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

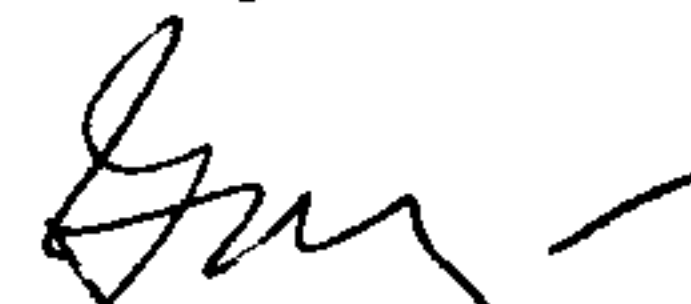
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
EUFAULA, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

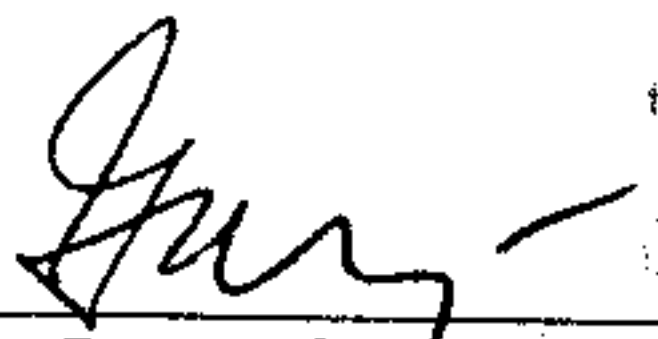
By this signature also attested
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By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
ANDALUSIA, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
NORTHPORT, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
CHILDERSBURG, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
GEORGIANA, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

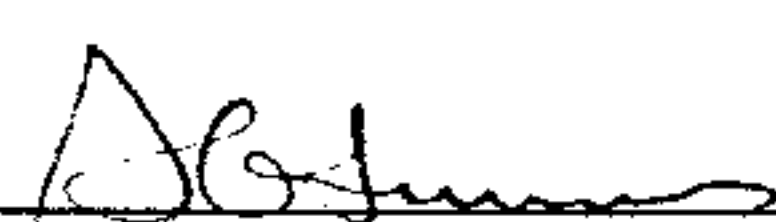
**FAMILY DOLLAR STORES OF
GREENVILLE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
FLORENCE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
DECATUR, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

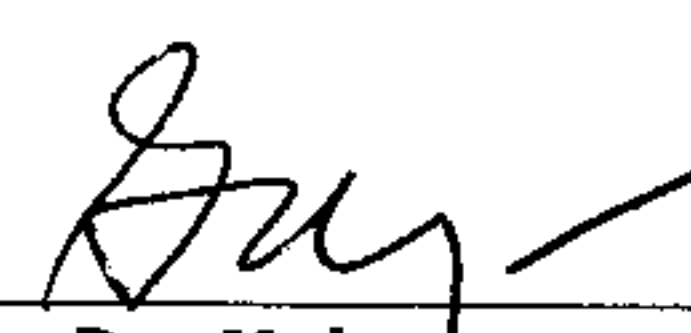
By this signature also attested
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By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF ATHENS,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

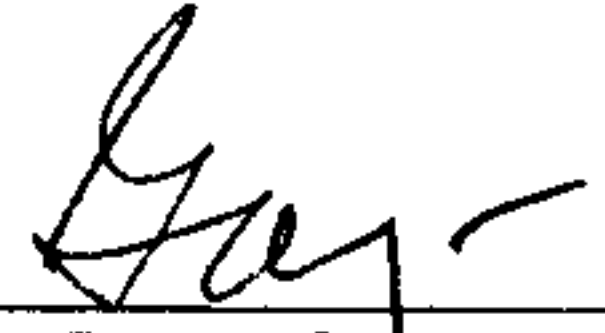
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By: 
George R. Mahoney, Jr.,
Secretary

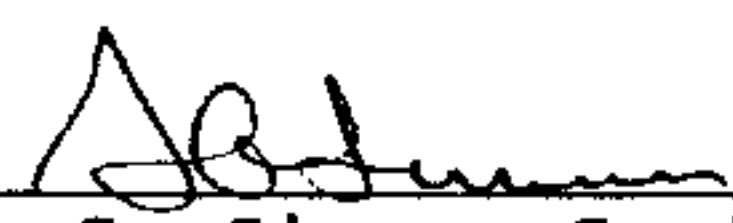
**FAMILY DOLLAR STORES OF
SHEFFIELD, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

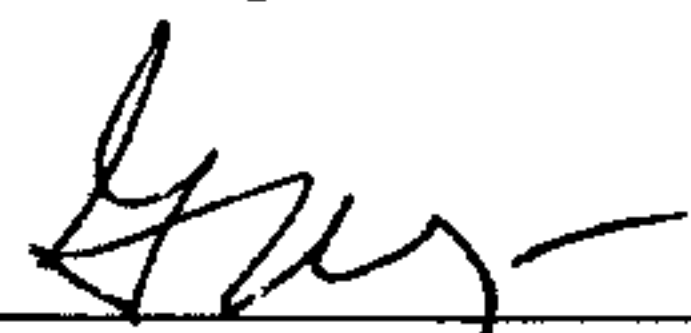
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By: 
George R. Mahoney, Jr.,
Secretary

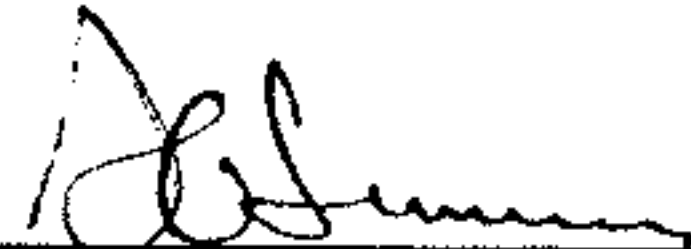
**FAMILY DOLLAR STORES OF
RUSSELLVILLE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

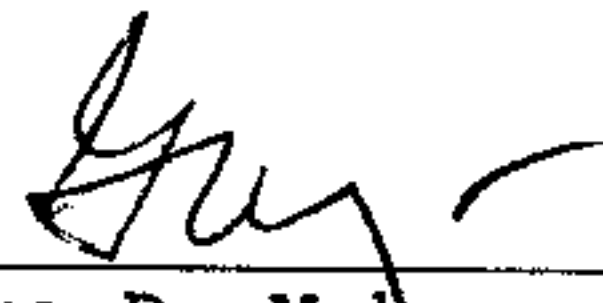
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF GUIN,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF
ALICEVILLE, ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF BOAZ,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

**FAMILY DOLLAR STORES OF LANETT,
ALA., INC.**

By: 
Stephen G. Simms, Senior Vice
President

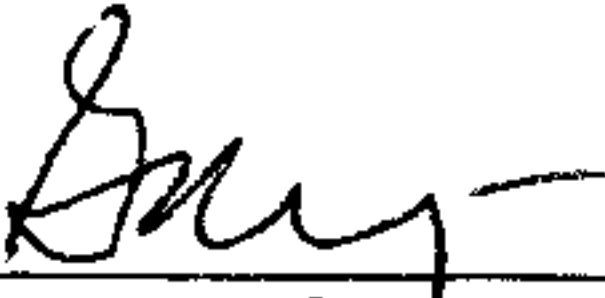
By this signature also attested
by:

By: 
George R. Mahoney, Jr.,
Secretary

FAMILY DOLLAR STORES OF
MOULTON, ALA., INC.

By: 
Stephen G. Simms, Senior Vice
President

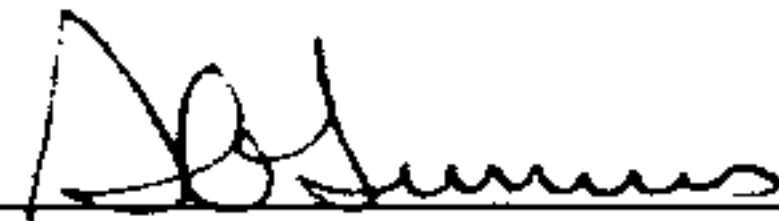
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By: 
George R. Mahoney, Jr.,
Secretary

JRH/82

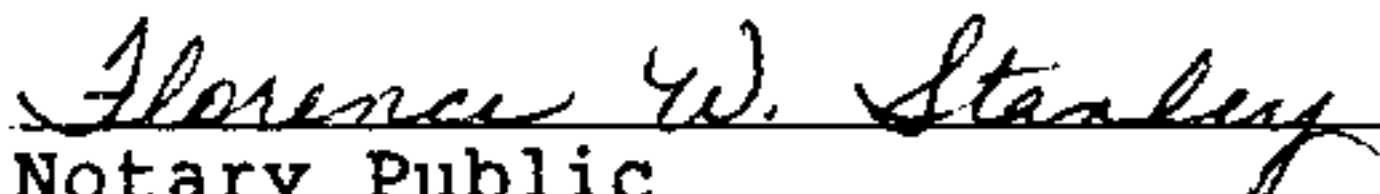
STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG) SS.:

Before me, the undersigned authority in the aforesaid county and state, personally appeared Stephen G. Simms, who being by me first duly sworn, doth depose and say that he is the Senior Vice President of Family Dollar Stores of Hamilton, Ala., Inc. and that the foregoing statements contained in the Articles of Merger are true, full, and correct.



Stephen G. Simms, Senior Vice
President

Subscribed and sworn to before me
this 13th day of August, 1992.

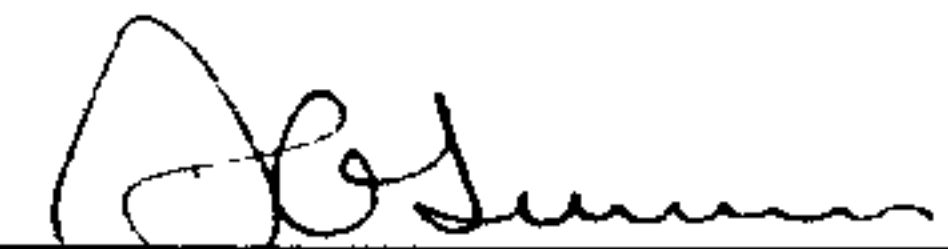


Notary Public

My Commission Expires: October 13, 1993

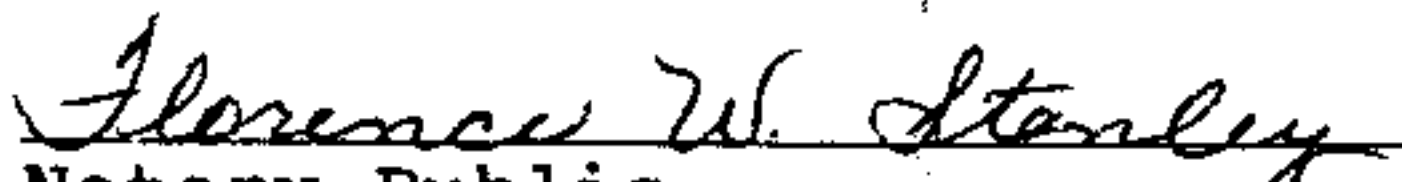
STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG) SS.:

Before me, the undersigned authority in the aforesaid county and state, personally appeared Stephen G. Simms, who being by me first duly sworn, doth depose and say that he is the Senior Vice President of each of the Merging Corporations as designated in the Articles of Merger and that the foregoing statements contained in the Articles of Merger are true, full, and correct.



Stephen G. Simms, Senior Vice
President

Subscribed and sworn to before me
this 13th day of August, 1992.



Notary Public

My Commission Expires: October 13, 1993

EXHIBIT A

PLAN OF MERGER OF THE ALABAMA CORPORATIONS SET FORTH ON SCHEDULE A ATTACHED HERETO WITH AND INTO FAMILY DOLLAR STORES OF HAMILTON, ALA., INC.

The Board of Directors and the sole shareholder of Family Dollar Stores of Hamilton, Ala., Inc., an Alabama corporation ("FDS"), and the respective Boards of Directors and shareholders of each of the Alabama corporations set forth on Schedule A attached hereto (collectively referred to herein as the "Merging Corporations" and, together with FDS, sometimes collectively referred to herein as the "Constituent Corporations") have approved the merger of each of the Merging Corporations with and into FDS, with FDS continuing as the surviving corporation, upon the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

THE MERGER

1.1 Surviving Corporation. In accordance with the provisions of this Plan of Merger (the "Plan") and the Alabama Business Corporation Act (the "Act"), at the Effective Time (as defined in Section 1.6 below), each of the Merging Corporations shall be merged with and into FDS, and FDS shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Alabama. At the Effective Time, the separate existence of each of the Merging Corporations shall cease. The Surviving Corporation shall succeed, insofar as permitted by law, to all of the rights, assets, liabilities, and obligations of each of the Merging Corporations.

1.2 Name of Surviving Corporation. At the Effective Time of the Merger, the name of the Surviving Corporation shall be Family Dollar Stores of Alabama, Inc.

1.3 Articles of Incorporation. The Articles of Incorporation of FDS, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, as amended by Section 1.7 hereof, until thereafter further amended as permitted by law.

1.4 Bylaws. The bylaws of FDS, as in effect immediately prior to the Effective Time, shall be the bylaws (the "Bylaws") of the Surviving Corporation until thereafter amended as permitted by law.

1.5 Directors and Officers. The directors and officers of FDS immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

1.6 Effective Time. Subject to the terms and conditions hereof, the parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Alabama Secretary of State, in such form as required by, and executed in accordance with, the Act. The effective time and date of the Merger shall be the time the Articles of Merger are filed with the Alabama Secretary of State on the 31st day of August, 1992 (the "Effective Time").

1.7 Amendment to Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be hereby amended at the Effective Time of the Merger by deleting Section First in its entirety and substituting the following in lieu thereof: First: The name of the Corporation is Family Dollar Stores of Alabama, Inc.

ARTICLE II

STOCK CONVERSION

2.1 Stock of Merging Corporations. Solely by virtue of the Merger, each share of stock of each of the Merging Corporations outstanding immediately prior to the Effective Time shall be cancelled, and all rights with respect thereto shall cease to exist, without any conversion thereof.

2.2 FDS Stock. At the Effective Time of the Merger, the outstanding shares of stock of FDS shall not be converted, exchanged, or altered in any manner as a result of the Merger and will remain outstanding as shares of stock of the Surviving Corporation.

ARTICLE III

EMPLOYEE BENEFIT AND COMPENSATION PLANS

At the Effective Time of the Merger, each employee benefit plan and incentive compensation plan sponsored by any of the Merging Corporations shall be assumed by, and continue to be a plan of, the Surviving Corporation.

ARTICLE IV

CORPORATE APPROVALS

This Plan has been adopted and approved, in accordance with the Act, by the respective Boards of Directors and shareholders

of each of the Constituent Corporations, effective as of the 13th day of August, 1992.

ARTICLE V

GENERAL

5.1 Termination and Abandonment. At any time prior to the filing of the Articles of Merger with the Alabama Secretary of State, this Plan may be terminated and the Merger abandoned by the Board of Directors of any one of the Constituent Corporations, notwithstanding approval of this Plan by the shareholders of the Constituent Corporations.

5.2 Amendment. This Plan may be amended, modified, or supplemented at any time prior to the filing of the Articles of Merger with the Alabama Secretary of State with the unanimous consent of the Board of Directors of each of the Constituent Corporations; provided, however, that this Plan may not be amended in any manner that, in the judgment of the Board of Directors of any one of the Constituent Corporations, would have a material adverse effect on the rights of its shareholders or in any manner not permitted under the Act.

5.3 Headings. The headings set forth herein are inserted for convenience and reference purposes only and are not intended to be part of, or to affect the meaning or interpretation of, this Plan.

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SCHEDULE A

Family Dollar Stores, Inc.
Family Dollar Stores of Scottsboro, Ala., Inc.
Family Dollar Stores of Ft. Payne, Ala., Inc.
Family Dollar Stores of Roanoke, Ala., Inc.
Family Dollar Stores of Demopolis, Ala., Inc.
Family Dollar Stores of Tallassee, Ala., Inc.
Family Dollar Stores of Attalla, Ala., Inc.
Family Dollar Stores of Opelika, Ala., Inc.
Family Dollar Stores of Huntsville, Ala., Inc.
Family Dollar Stores of Mobile, Ala., Inc.
Family Dollar Stores of Brewton, Ala., Inc.
Family Dollar Stores of Foley, Ala., Inc.
Family Dollar Stores of Clanton, Ala., Inc.
Family Dollar Stores of Selma, Ala., Inc.
Family Dollar Stores of Piedmont, Ala., Inc.
Family Dollar Stores of Cullman, Ala., Inc.
Family Dollar Stores of Fayette, Ala., Inc.
Family Dollar Stores of Hartselle, Ala., Inc.
Family Dollar Stores of Bay Minette, Ala., Inc.
Family Dollar Stores of Hueytown, Ala., Inc.
Family Dollar Stores of Birmingham, Ala., Inc.
Family Dollar Stores of Geneva, Ala., Inc.
Family Dollar Stores of Opp, Ala., Inc.
Family Dollar Stores of Eufaula, Ala., Inc.
Family Dollar Stores of Andalusia, Ala., Inc.
Family Dollar Stores of Childersburg, Ala., Inc.
Family Dollar Stores of Northport, Ala., Inc.
Family Dollar Stores of Greenville, Ala., Inc.
Family Dollar Stores of Georgiana, Ala., Inc.
Family Dollar Stores of Decatur, Ala., Inc.
Family Dollar Stores of Florence, Ala., Inc.
Family Dollar Stores of Sheffield, Ala., Inc.
Family Dollar Stores of Athens, Ala., Inc.
Family Dollar Stores of Guin, Ala., Inc.
Family Dollar Stores of Boaz, Ala., Inc.
Family Dollar Stores of Russellville, Ala., Inc.
Family Dollar Stores of Moulton, Ala., Inc.
Family Dollar Stores of Aliceville, Ala., Inc.
Family Dollar Stores of Lanett, Ala., Inc.

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SHELBY COUNTY JUDGE OF PROBATE
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