

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**May 05 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 817597 (8)**  
 1. Corporation Name  
**GENESCO, INC.**



Principal Place of Business <b>1415 MURFREESBORO ROAD NASHVILLE TN 37217</b>	Mailing Address <b>P O BOX 17 SUITE 212 NASHVILLE TN 37202-0017 US</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified <b>01/03/1964</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>62-0211340</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent  
**CT CORPORATION SYSTEM  
 1200 S. PINE ISLAND ROAD  
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
<b>FL</b> 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
S. J. Jones, type or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<b>VT</b> <input type="checkbox"/> DELETE
NAME	<b>GULMI, JAMES S</b>
STREET ADDRESS	<b>2519 RIDGEWOOD DRIVE</b>
CITY-ST-ZIP	<b>NASHVILLE TN</b>
TITLE	<b>C</b> <input type="checkbox"/> DELETE
NAME	<b>GARBER, HARRY D.</b>
STREET ADDRESS	<b>78 MULBERRY AVE</b>
CITY-ST-ZIP	<b>GARDEN CITY NY</b>
TITLE	<b>P</b> <input type="checkbox"/> DELETE
NAME	<b>CHAMBERLAIN, DAVID M</b>
STREET ADDRESS	<b>1415 MURFREESBORO ROAD</b>
CITY-ST-ZIP	<b>NASHVILLE TN</b>
TITLE	<b>S</b> <input type="checkbox"/> DELETE
NAME	<b>SISSON, ROGER G</b>
STREET ADDRESS	<b>1415 MURFREESBORO RD</b>
CITY-ST-ZIP	<b>NASHVILLE TN 37217</b>
TITLE	<b>C</b> <input type="checkbox"/> DELETE
NAME	<b>WILLIAMS, PAUL D</b>
STREET ADDRESS	<b>1415 MURFREESBORO RD</b>
CITY-ST-ZIP	<b>NASHVILLE TN</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>SVP</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>1415 Murfreesboro Road</b>
1.4 CITY-ST-ZIP	<b>Nashville, TN 37217</b>
2.1 TITLE	<b>D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>Garden City, NY 11530</b>
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<b>Harris, Ben T.</b>
3.3 STREET ADDRESS	<b>Nashville, TN 37217</b>
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<b>CAGTGO</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>Nashville, TN 37217</b>
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

**SIGNATURE:**  **Matthew N. Johnson** **4/28/97** **(615) 367-8311**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**GENESCO INC.****Officers & Directors**

<b>NAME &amp; ADDRESS</b>	<b>TITLE</b>	<b>NAME &amp; ADDRESS</b>	<b>TITLE</b>
David M. Chamberlain 2770 Broadway San Francisco, CA 94115	Chairman Director	William S. Wire, II 6119 Stonehaven Drive Nashville, TN 37215	Director
Ben T. Harris 1415 Murfreesboro Road Nashville, TN 37217	President and Chief Executive Officer Director	John Diebold One East End Avenue New York, NY 10021	Director
T. Neale Attenborough 1415 Murfreesboro Road Nashville, TN 37217	Executive Vice President- Operations and President-Wholesale Group	W. Lipscomb Davis, Jr. 929 Tyne Blvd. Nashville, TN 37220	Director
James W. Boscamp 1415 Murfreesboro Road Nashville, TN 37217	Senior Vice President	William A. Williamson, Jr. 1623 Gilmer Avenue Montgomery, AL 36104	Director
James S. Gulmi 1415 Murfreesboro Road Nashville, TN 37217	Senior Vice President- Finance and Chief Financial Officer	Joel C. Gordon 6408 E. Valley Court Nashville, TN 37205	Director
Steven E. Little 1415 Murfreesboro Road Nashville, TN 37217	Vice President- Administration	Harry D. Garber 76 Mulberry Avenue Garden City, NY 11530	Director
Fower H. Low 1415 Murfreesboro Road Nashville, TN 37217	Senior Vice President	Kathleen Mason 6 Durham Street Boston, MA 02115	Director
Roger G. Sisson 1415 Murfreesboro Road Nashville, TN 37217	Secretary and General Counsel	Gary M. Witkin 1235 Hidden Valley Road Brentwood, TN 37027	Director
Paul D. Williams 1415 Murfreesboro Road Nashville, TN 37217	Chief Accounting Officer		
Matthew N. Johnson 1415 Murfreesboro Road Nashville, TN 37217	Treasurer		