

817597



ACCOUNT NO. : 072100000032

REFERENCE : 659206 5051525

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \$ 35.00

ORDER DATE : January 6, 1998

ORDER TIME : 12:19 PM

ORDER NO. : 659206-040

CUSTOMER NO: 5051525

000002400090--3

CUSTOMER: Ms. Karen Kilian
Genesco Inc.
Suite 490
1415 Murfreesboro Road
Nashville, TN 37217

CHANGE OF AGENT

NAME: GENESCO, INC

FILED
98 JAN 14 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

1/16
Jerry R.A. Chang
RECEIVED
98 JAN 14 PM 1:37
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of TENNESSEE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation is: GENESCO INC.
2. The mailing address of the corporation is: POST OFFICE BOX 17 NASHVILLE, TENNESSEE 37202
3. Date of incorporation/qualification: 1/3/64 Document number: 817597
4. The name and address of the current registered agent and office:

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FLORIDA 33324

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TALLAHASSEE, FLORIDA

- 5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable) CORPORATION SERVICE COMPANY 1201 HAYES STREET TALLAHASSEE, FLORIDA 32310

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]

(Signature of an officer, chairman or vice chairman of the board)

JANUARY 9, 1998
(Date)

ROGER SISSON, SECRETARY
(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

1-14-98
(Date)

If signing on behalf of an entity:

Deborah D. Skipper
(Typed or Printed Name)

As agent
(Capacity)

Deborah D. Skipper