


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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90131 034 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 817597

1. Corporation Name
GENESCO INC.

Principal Place of Business 1415 MURFREESBORO ROAD NASHVILLE TN 37217	Mailing Address P O BOX 17 SUITE 212 NASHVILLE TN 37202 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Country 29	Zip 30

3. Date Incorporated or Qualified 01/03/1964	
4. FEI Number 62-0211340	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

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

FL

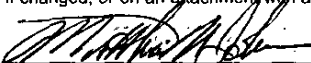
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors.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

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PCED <input type="checkbox"/> DELETE
NAME	HARRIS, BEN T
STREET ADDRESS	1415 MURFREESBORO ROAD
CITY-ST-ZIP	NASHVILLE TN 37217
TITLE	V <input type="checkbox"/> DELETE
NAME	GULMI, JAMES S
STREET ADDRESS	1415 MURFREESBORO RD
CITY-ST-ZIP	NASHVILLE TN 37217
TITLE	CD <input type="checkbox"/> DELETE
NAME	CHAMBERLAIN, DAVID M
STREET ADDRESS	2770 BROADWAY
CITY-ST-ZIP	SAN FRANCISCO CA 94115
TITLE	T <input type="checkbox"/> DELETE
NAME	JOHNSON, MATTHEW N
STREET ADDRESS	1415 MURFREESBORO RD
CITY-ST-ZIP	NASHVILLE TN 37217
TITLE	SGC <input type="checkbox"/> DELETE
NAME	SISSON, ROGER G
STREET ADDRESS	1415 MURFREESBORO RD
CITY-ST-ZIP	NASHVILLE TN 37217
TITLE	VPA <input checked="" type="checkbox"/> DELETE
NAME	LITTLE, STEVEN E
STREET ADDRESS	1415 MURFREESBORO RD.
CITY-ST-ZIP	NASHVILLE TN 37217

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
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 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 on an attachment with an address, with all other like empowered.

SIGNATURE:  **Matthew N. Johnson** Date: **APR 7 1999** Daytime Phone #: **(615) 367-8311**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

0523028

CR2E034 (1/198)

GENESCO INC.
Officers & Directors

8175A7
5323669013137

NAME & ADDRESS	TITLE	NAME & ADDRESS	TITLE
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	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
Hal N. Pennington 1415 Murfreesboro Road Nashville, TN 37217	Senior Vice President	Kathleen Mason 6 Durham Street Boston, MA 02115	Director
John W. Clinard 1415 Murfreesboro Road Nashville, TN 37217	Vice President-Human Resources	Gary M. Witkin 1235 Hidden Valley Road Brentwood, TN 37027	Director
Roger G. Sisson 1415 Murfreesboro Road Nashville, TN 37217	Secretary and General Counsel		
Paul D. Williams 1415 Murfreesboro Road Nashville, TN 37217	Chief Accounting Officer		
Matthew N. Johnson 1415 Murfreesboro Road Nashville, TN 37217	Treasurer		