

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 827645 (3)

1. Corporation Name
THE CATO CORPORATION



Principal Place of Business: 8100 DENMARK RD. P. O. BOX 34216 CHARLOTTE NC 28234-1216
Mailing Address: 8100 DENMARK RD. P. O. BOX 34216 CHARLOTTE NC 28234-1216

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

3. Date Incorporated or Qualified: 03/17/1972
3a. Date of Last Report: 06/30/1995
4. FEI Number: 56-0484485
5. Certificate of Status Desired: [] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [] Yes [] No
10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S PINE ISLAND RD
PLANTATION FL 33324

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 607.1506, 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: Signature, typed or printed name of registered agent and date of signature. (NOTE: Registered Agent Signature is required for this form.) DATE: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS

TITLE	PD	[] DELETE
NAME	CATO, WAYLAND H., JR.	
STREET ADDRESS	8100 DENMARK ROAD	
CITY-ST-ZIP	CHARLOTTE NC	
TITLE	D	[] DELETE
NAME	CURRIN, GEORGE S.	
STREET ADDRESS	2217 RED FOX TRAIL	
CITY-ST-ZIP	CHARLOTTE NC	
TITLE	VT	[X] DELETE
NAME	GOTT, V. HOLTS	
STREET ADDRESS	8100 DENMARK RD.	
CITY-ST-ZIP	CHARLOTTE NC	
TITLE	D	[] DELETE
NAME	LINDA MCFARLAND	
STREET ADDRESS	8100 DENMARK RD	
CITY-ST-ZIP	CHARLOTTE NC	
TITLE	S	[] DELETE
NAME	ALAN E. WILEY	
STREET ADDRESS	8100 DENMARK RD	
CITY-ST-ZIP	CHARLOTTE NC	
TITLE	V	[] DELETE
NAME	GEBHARDT, THERESA	
STREET ADDRESS	8100 DENMARK RD.	
CITY-ST-ZIP	CHARLOTTE NC	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	[] Change [] Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	[] Change [] Addition
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	[X] Change [] Addition
3.1 TITLE	
3.2 NAME	VT Gebhardt, Theresa
3.3 STREET ADDRESS	8100 Denmark Rd.
3.4 CITY-ST-ZIP	Charlotte, NC
4.1 TITLE	[] Change [] Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	[] Change [] Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	[X] Change [] Addition
6.2 NAME	VT Gebhardt, Theresa
6.3 STREET ADDRESS	8100 Denmark Rd
6.4 CITY-ST-ZIP	Charlotte, NC

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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.

SIGNATURE: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-4-96 704-551-7368

CR2E034 (12/95)