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Apr 01 1997 8:00am
Secretary of State



PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # 827645 (3)
 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 28234-4216**

3. Date Incorporated or Qualified **03/17/1972** 3a. Date of Last Report **04/10/1996**

4. FEI Number **56-0484485** Applied For

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

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip 25 Country 28 Zip 29 Country 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S PINE ISLAND RD
 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 **FL** 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CATO, WAYLAND H., JR.	1.2 NAME	
STREET ADDRESS	8100 DENMARK ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CURRIN, GEORGE S.	2.2 NAME	
STREET ADDRESS	2217 RED FOX TRAIL	2.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LINDA MCFARLAND	3.2 NAME	
STREET ADDRESS	8100 DENMARK RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALAN E. WILEY	4.2 NAME	
STREET ADDRESS	8100 DENMARK RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	4.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GEBHARDT, THERESA	5.2 NAME	
STREET ADDRESS	8100 DENMARK RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, on an attachment with an address.

SIGNATURE: *Alan E. Wiley* **REQUIRED** 3/17/97 (704) 551-7266
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)