

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

*Pg 10A3*

PROFIT CORPORATION ANNUAL REPORT <b>1996</b>		FLORIDA DEPARTMENT OF STATE Sandra B. McRham Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 836678 (3)**

1. Corporation Name  
**PAYLESS SHOESOURCE, INC.**



Principal Place of Business <b>SIXTH AND OLIVE STREETS                  ST LOUIS MO 63101</b>	Mailing Address <b>SIXTH AND OLIVE STREETS                  ST LOUIS MO 63101</b>
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3. Date Incorporated or Qualified <b>07/14/1976</b>	3a. Date of Last Report <b>05/01/1995</b>
4. FEI Number <b>48-0674097</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 checked="" type="checkbox"/> 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	28 Country
24	25
29	30

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

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 \_\_\_\_\_  
Signature, typed or printed name of registered agent, and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	LOEB, JEROME T	
STREET ADDRESS	6TH AND OLIVE ST	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KNIFFEN, JAN R	
STREET ADDRESS	6TH AND OLIVE ST	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DOERR, MARTIN M	
STREET ADDRESS	SIXTH AND OLIVE STREETS	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	CLARK, MAXINE K	
STREET ADDRESS	SIXTH AND OLIVE STREETS	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GARR, LOUIS J JR	
STREET ADDRESS	6TH AND OLIVE ST	
CITY-ST-ZIP	ST LOUIS MO	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	BRICKSON, RICHARD	
STREET ADDRESS	6TH AND OLIVE ST	
CITY-ST-ZIP	ST LOUIS MO	

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 checked="" type="checkbox"/> Addition
4.2 NAME	<b>P Richard A. Jolosky</b>
4.3 STREET ADDRESS	<b>Sixth &amp; Olive Streets</b>
4.4 CITY-ST-ZIP	<b>St. Louis, MO 63101</b>
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 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: *Martin M. Doerr* **Martin M. Doerr** *4/12/96* **(314) 342-6364**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

836678

pg 203

**PAYLESS SHOESOURCE, INC.**

**LIST OF OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>
Steven J. Douglass	Chairman of the Board and Chief Executive Officer
Richard A. Jolosky	President
Gerald F. Kelly, Jr.	Senior Vice President- Information Services & Finance
Curtis H. Barlow	Senior Vice President- Real Estate & Construction
David C. Farrell	Vice President
Thomas A. Hays	Vice President
Jerome T. Loeb	Vice President
Louis J. Garr, Jr.	Vice President
Jan R. Kniffen	Vice President
William M. Goddard	Vice President
Richard A. Brickson	Vice President and Secretary
Martin M. Doerr	Vice President
Richard A. Cohen	Vice President
John F. Danahy	Vice President
Henry A. Wagner	Vice President

pg 30P3

Robert F. Cerulli	Treasurer and Assistant Secretary
Philippe J. Monet	Assistant Secretary
Michael J. Massey	Assistant Secretary
John M. Manos	Assistant Secretary
Steven M. Weinstein	Assistant Secretary
Kathleen M. Rowley	Assistant Secretary
David N. Barnes	Assistant Secretary
Jo E. Goolsby	Assistant Secretary
Michael D. Heck	Assistant Secretary

**DIRECTORS**

Steven J. Douglass  
Thomas A. Hays  
Jan R. Kniffen  
Richard A. Jolosky

Jerome T. Loeb  
Richard A. Brickson  
Richard A. Cohen

**ADDRESS OF ALL OFFICERS AND DIRECTORS**

Sixth and Olive Streets  
St. Louis, MO 63101