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**May 05 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 # 836678 (3)
1. Corporation Name
PAYLESS SHOESOURCE, INC.



Principal Place of Business Mailing Address
SIXTH AND OLIVE STREETS ST LOUIS MO 63101

3. Date Incorporated or Qualified **07/14/1976** 3a. Date of Last Report **04/30/1996**

2. Principal Place of Business 21 3231 S.E. SIXTH STREET		2a. Mailing Address 26 P.O. BOX 3540		4. FEI Number 48-0674097		Applied For Not Applicable	
22 Suite, Apt #, etc.		27 Suite, Apt #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23 City & State TOPEKA, KANSAS		28 City & State TOPEKA, KANSAS		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
24 Zip 66607-2207	25 Country USA	29 Zip 66601-3540	30 Country USA				

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	<input checked="" type="checkbox"/> DELETE	1.1 TITLE CHAIRMAN & CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME LOEB, JEROME T		1.2 NAME STEVEN J. DOUGLASS	
STREET ADDRESS 6TH AND OLIVE ST		1.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		1.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	
TITLE V	<input checked="" type="checkbox"/> DELETE	2.1 TITLE V,T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME KNIFFEN, JAN R		2.2 NAME ULLRICH E. PORZIG	
STREET ADDRESS 6TH AND OLIVE ST		2.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		2.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	
TITLE V	<input checked="" type="checkbox"/> DELETE	3.1 TITLE V,S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME DOERR, MARTIN M		3.2 NAME WILLIAM J. RAINEY	
STREET ADDRESS SIXTH AND OLIVE STREETS		3.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		3.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	
TITLE P	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME JOLOSKY, RICHARD A		4.2 NAME	
STREET ADDRESS SIXTH AND OLIVE STREETS		4.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		4.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	
TITLE VP	<input checked="" type="checkbox"/> DELETE	5.1 TITLE V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME GARR, LOUIS J JR		5.2 NAME GERALD F. KELLY	
STREET ADDRESS 6TH AND OLIVE ST		5.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		5.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	
TITLE SV	<input checked="" type="checkbox"/> DELETE	6.1 TITLE V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME BRICKSON, RICHARD		6.2 NAME GARY M. STONE	
STREET ADDRESS 6TH AND OLIVE ST		6.3 STREET ADDRESS 3231 S.E. SIXTH STREET	
CITY-ST-ZIP ST LOUIS MO		6.4 CITY-ST-ZIP TOPEKA, KS 66607-2207	

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, or on an attachment with an address.

SIGNATURE:

Ullrich E. Porzig
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Ullrich E. Porzig April 21, 1997 (913) 233-5171
Date Daytime Phone #

CR2E034 (9/96)

PAYLESS SHOESOURCE, INC.
LIST OF OFFICERS

Steven J. Douglass	Chairman & CEO
Richard A. Jolosky	President
Ullrich E. Porzig	Sr. Vice President Treasurer
William J. Rainey	Sr. Vice President Secretary
Gary M. Stone	Sr. Vice President
Duane L. Cantrell	Sr. Vice President
Bryan P. Collins	Sr. Vice President
Stephen Farley	Sr. Vice President
Gerald F. Kelly	Sr. Vice President
Harris Mustafa	Sr. Vice President
Jed L. Norden	Sr. Vice President
Thomas L. Rinehart	Sr. Vice President
Larry Strecker	Sr. Vice President
Michael S. Wilkes	Sr. Vice President

DIRECTORS

Steven J. Douglass	Richard A. Jolosky
Howard Fricke	Robert L. Stark
Michael Murphy	Thomas A. Hays

ADDRESS OF ALL OFFICERS AND DIRECTORS

3231 S.E. Sixth Street
Topeka, KS 66607-2207