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FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 836678 1. Corporation Name PAYLESS SHOESOURCE, INC.			
Principal Place of Business 3231 S.E. SIXTH STREET TOPEKA, KS 66607-2207		Mailing Address P.O. BOX 1249 TOPEKA, KS 66601-1249	
2. Principal Place of Business 21 3231 S.E. SIXTH STREET Suite, Apt. #, etc. 22 City & State 23 TOPEKA, KANSAS Zip 24 66607-2207	2a. Mailing Address 26 ATTN: TAX DEPARTMENT Suite, Apt. #, etc. 27 P.O. BOX 1249 City & State 28 TOPEKA, KANSAS Zip 29 66601-1249	3. Date Incorporated or Qualified 07/14/1976	3a. Date of Last Report 04/30/1997
4. FEI Number 48-0674097		Applied For <input type="checkbox"/> Not Applicable \$8.75 Additional Fee Required	
5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$5.00 May Be Added to Fees	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		8. This corporation has liability for intangible tax under a 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301		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 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 NAME STREET ADDRESS CITY - ST - ZIP C, D STEVEN J. DOUGLASS 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP V, T ULLRICH E. PORZIG 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP V, S WILLIAM J. RAINEY 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP P, D RICHARD A. JOLOSKY 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP V GERALD F. KELLY 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 400002530557 -05/21/98--01001--001 ***158.75
TITLE NAME STREET ADDRESS CITY - ST - ZIP V GARY M. STONE 3231 SE SIXTH ST, TOPEKA, KS 66607	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: <i>William E. Rainey</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		VICE PRESIDENT	04/20/98 (785) 233-5171 Date Daytime Phone *

CR2E034 (9/96)

10/5/98