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**May 06, 1999 8:00 am**  
**Secretary of State**

05-06-1999 90017 044 \*\*\*158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # 836678 (3)

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
 7/14/1976

2. Principal Place of Business

21 3231 S.E. SIXTH STREET  
 Suite, Apt. #, etc.

2a. Mailing Address

26 P.O. BOX 1249  
 Suite, Apt. #, etc.

4. FEI Number  
 48-0674097

Applied For  
 Not Applicable

22 City & State  
 23 TOPEKA, KS

27 City & State  
 28 TOPEKA, KS

5. Certificate of Status Desired  \$8.75 Additional Fee Required  
 6. Election Campaign Financing Trust Fund Contribution  \$5.00 May Be Added to Fees

24 Zip Country  
 66607-2207 25 USA

29 Zip Country  
 66601-1249 30 USA

8. This corporation owes the current year Intangible Personal Property Tax.  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name  
 CORPORATION SERVICE COMPANY  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 1201 HAYS STREET  
 83  
 84 City  
 TALLAHASSEE FL 85 Zip Code  
 32301-2525

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	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
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STREET ADDRESS	
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TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

1.1 TITLE	D/C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	STEVEN J. DOUGLASS	
1.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
1.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	
2.1 TITLE	D/P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RICHARD A. JOLOSKY	
2.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
2.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	
3.1 TITLE	D/V /T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ULLRICH E. PORZIG	
3.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
3.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	
4.1 TITLE	D/V /S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	WILLIAM J. RAINEY	
4.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
4.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	
5.1 TITLE	D/V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	DUANE CANTRELL	
5.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
5.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	
6.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	GERALD F. KELLY, JR.	
6.3 STREET ADDRESS	3231 S.E. SIXTH STREET	
6.4 CITY-ST-ZIP	TOPEKA, KS 66607-2207	

14. I 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, with all other like empowered.

SIGNATURE: Ullrich E Porzig ULLRICH E. PORZIG 4/19/99 785-233-5171  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

498632-40017-44  
836678 (3)

PAYLESS SHOESOURCE, INC.  
LIST OF OFFICERS AND DIRECTORS

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

ADDRESS OF ALL OFFICERS AND DIRECTORS

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