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Mar 11 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 # F94000000608 (9)

1. Corporation Name:
FACS GROUP, INC.

Principal Place of Business
**4705 DUKE DRIVE
 MASON OH 45040**

Mailing Address
**FEDERATED DEPT STORES
 7 WEST SEVENTH STREET
 CINCINNATI OH 45202-2424
 US**



3. Date Incorporated or Qualified: **02/08/1994**
 3a. Date of Last Report: **02/01/1996**

2. Principal Place of Business
 21. Suite, Apt. #, etc.
 22. City & State
 23. Zip Country
 24. Zip Country

2a. Mailing Address
 26. Suite, Apt. #, etc.
 27. City & State
 28. Zip Country
 29. Zip Country
 30. Zip Country

4. FEI Number: **31-1397510**
 Applied For: Not Applicable
 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

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
 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

TITLE	CD	<input type="checkbox"/> DELETE
NAME	ZIMMERMAN, JAMES M	
STREET ADDRESS	7 WEST SEVENTH ST.	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	SIMS, JOHN R	
STREET ADDRESS	7 WEST SEVENTH ST.	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	BRODERICK, DENNIS J	
STREET ADDRESS	7 WEST SEVENTH ST.	
CITY - ST - ZIP	CINCINNATI OH 45202	
TITLE	P	<input type="checkbox"/> DELETE
NAME	AMANN, JAMES	
STREET ADDRESS	4705 DUKE DR.	
CITY - ST - ZIP	MASON OH 45040	
TITLE	TAS	<input type="checkbox"/> DELETE
NAME	HOGUET, KAREN	
STREET ADDRESS	7 WEST SEVENTH ST.	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	COX, JACK	
STREET ADDRESS	7 W 7TH STREET	
CITY - ST - ZIP	CINCINNATI OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Seppelt, Robert	
1.3 STREET ADDRESS	7 West Seventh St.	
1.4 CITY - ST - ZIP	Cincinnati, OH	
2.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Nay, Gary	
2.3 STREET ADDRESS	7 West Seventh St.	
2.4 CITY - ST - ZIP	Cincinnati, OH	
3.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Ziermaier, Klaus	
3.3 STREET ADDRESS	7 West Seventh St.	
3.4 CITY - ST - ZIP	Cincinnati, OH	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
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 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: *Jack B Cox* Jack B. Cox, Assistant Secretary 2/10/97 513-579-7311

CR2E034 (9/96)