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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 # P20178 (0)
 1. Corporation Name
BURDINE'S REAL ESTATE II, INC.



Principal Place of Business Mailing Address
***FEDERATED DEPARTMENT STORES, INC.** ***FEDERATED DEPARTMENT STORES, INC.**
7 WEST SEVENTH STREET **7 WEST SEVENTH STREET**
CINCINNATI OH 45202 **CINCINNATI OH 45202-2424**

3. Date Incorporated or Qualified **07/22/1988** 3a. Date of Last Report **02/01/1996**
 4. FEI Number **31-1241501** 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

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 24 Country 29 Zip 30 Country

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**
 B1 Name
 B2 Street Address (P.O. Box Number is Not Acceptable)
 B3
 B4 City **FL** B5 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRODERICK, DENNIS J.	1.2 NAME	Nay, Gary
STREET ADDRESS	7 WEST SEVENTH STREET	1.3 STREET ADDRESS	7 West Seventh Street
CITY - ST - ZIP	CINCINNATI OH	1.4 CITY - ST - ZIP	Cincinnati, OH
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SEPPELT, ROBERT C.	2.2 NAME	Stewart, Gwyneth
STREET ADDRESS	7 WEST SEVENTH STREET	2.3 STREET ADDRESS	7 West Seventh Street
CITY - ST - ZIP	CINCINNATI OH	2.4 CITY - ST - ZIP	Cincinnati, OH
TITLE	VDS <input type="checkbox"/> DELETE	3.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SIMS, JOHN R.	3.2 NAME	Zavatsky, Kathleen
STREET ADDRESS	7 WEST 7TH ST.	3.3 STREET ADDRESS	7 West Seventh Street
CITY - ST - ZIP	CINCINNATI OH	3.4 CITY - ST - ZIP	Cincinnati, OH
TITLE	VT <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOGUET, KAREN M	4.2 NAME	
STREET ADDRESS	7 WEST SEVENTH STREET	4.3 STREET ADDRESS	
CITY - ST - ZIP	CINCINNATI OH	4.4 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZIERMAIER, KLAUS	5.2 NAME	
STREET ADDRESS	7 WEST SEVENTH STREET	5.3 STREET ADDRESS	
CITY - ST - ZIP	CINCINNATI OH	5.4 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COX, JACK B.	6.2 NAME	
STREET ADDRESS	7 WEST SEVENTH STREET	6.3 STREET ADDRESS	
CITY - ST - ZIP	CINCINNATI OH	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
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)