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**Mar 11 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P20179 (8)

1. Corporation Name
BURDINE'S MAIN STORE REAL ESTATE, INC.



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

3. Date Incorporated or Qualified **07/22/1988** 3a. Date of Last Report **02/01/1996**

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

4. FEI Number **31-1243477** 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

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 _____ (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
NAME	BRODERICK, DENNIS, J.	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SEPPELT, ROBERT C.	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NAY, GARY	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	VDS	<input type="checkbox"/> DELETE
NAME	SIMS, JOHN R.	
STREET ADDRESS	7 WEST 7TH ST.	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	HOGUET, KAREN M	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	COX, JACK B.	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	

1.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Stewart, Gwyneth	
1.3 STREET ADDRESS	7 West Seventh Street	
1.4 CITY-ST-ZIP	Cincinnati, OH	
2.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Zavatsky, Kathleen	
2.3 STREET ADDRESS	7 West Seventh Street	
2.4 CITY-ST-ZIP	Cincinnati, OH	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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)