


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P20179 (8)
 1. Corporation Name
BURDINE'S MAIN STORE REAL ESTATE, INC.



Principal Place of Business %FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI OH 45202	Mailing Address %FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI OH 45202
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DO NOT WRITE IN THIS SPACE

21 Principal Place of Business Suite, Apt. #, etc.	26 Mailing Address c/o Federated Corporate Services, Inc. 7 West Seventh Street
22 City & State	27 City & State Cincinnati, Ohio
24 Zip	29 Zip 45202
25 Country	30 Country USA

3. Date Incorporated or Qualified 07/22/1988
4. FEI Number 31-1243477
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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 607.0506, Florida Statutes.

SIGNATURE
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

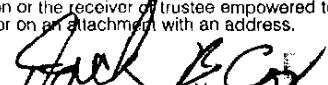
12. OFFICERS AND DIRECTORS

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	VI	<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	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Stewart, Gwyneth, G.	
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 H.	
2.3 STREET ADDRESS	7 West Seventh Street	
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 M.	
3.3 STREET ADDRESS	7 West Seventh Street	
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 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, Asst. Secy. 2/16/98 513-579-7311

CR2E034 (10/97)