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FILED

**May 13 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 # P29657 (4)

1. Corporation Name
SERVICE MERCHANDISE COMPANY, INC.



Principal Place of Business Mailing Address
**7100 SERVICE MERCHANDISE DR 7100 SERVICE MERCHANDISE DR
P O BOX 24600 P O BOX 24600
NASHVILLE TN 37202 NASHVILLE TN 37202-4800**

3. Date Incorporated or Qualified **06/07/1990** 3a. Date of Last Report **05/01/1996**
4. FEI Number **62-0816060** 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 28 Zip
24 Country 25 Country 29 Country 30 Country

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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	COBD	<input type="checkbox"/> DELETE
NAME	ZIMMERMAN, RAYMOND	
STREET ADDRESS	7100 SVC MERCHANDISE DR	
CITY - ST - ZIP	BRENTWOOD TN	
TITLE	VPCF	<input type="checkbox"/> DELETE
NAME	CUSANO, SAM	
STREET ADDRESS	7100 SVC MERCHANDISE DR	
CITY - ST - ZIP	BRENTWOOD TN	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	BODZY, GLEN A.	
STREET ADDRESS	7100 SVC MERCHANDISE DR	
CITY - ST - ZIP	BRENTWOOD TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CRANE, RICHARD	
STREET ADDRESS	530 WILSHIRE BLVD, SUITE 400	
CITY - ST - ZIP	SANTA MONICA CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HOLT, R. MAYNARD	
STREET ADDRESS	4741 TROUSDALE DRIVE, SUITE 1	
CITY - ST - ZIP	NASHVILLE TN	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
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: _____ DATE: **4/30/97** DAYTIME PHONE #: **615-660-6000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)