

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

**FILED**  
**May 20 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P29657 (4)**

1. Corporation Name  
**SERVICE MERCHANDISE COMPANY, INC.**



Principal Place of Business <b>7100 SERVICE MERCHANDISE DR                  P O BOX 24600                  NASHVILLE TN 37202</b>	Mailing Address <b>7100 SERVICE MERCHANDISE DR                  P O BOX 24600                  NASHVILLE TN 37202</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/07/1990</b>	
21	26	4. FEI Number <b>62-0816060</b>		Applied For Not Applicable	
Suite, Apt #, etc.		Suite, Apt #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
23 Zip Country		28 Zip Country		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		

9. Name and Address of Current Registered Agent <b>THE PRENTICE-HALL CORPORATION SYSTEM, INC.                  1201 HAYS STREET                  SUITE 105                  TALLAHASSEE FL 32301</b>				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 607.0505, 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	<b>COBD</b>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>President</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>ZIMMERMAN, RAYMOND</b>		1.2 NAME	<b>Gary Witkin</b>	
STREET ADDRESS	<b>7100 SVC MERCHANDISE DR</b>		1.3 STREET ADDRESS	<b>7100 Service Mdsr Dr.</b>	
CITY-ST-ZIP	<b>BRENTWOOD TN</b>		1.4 CITY-ST-ZIP	<b>Brentwood, TN 37027</b>	
TITLE	<b>VPCF</b>	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CUSANO, SAM</b>		2.2 NAME		
STREET ADDRESS	<b>7100 SVC MERCHANDISE DR</b>		2.3 STREET ADDRESS		
CITY-ST-ZIP	<b>BRENTWOOD TN</b>		2.4 CITY-ST-ZIP		
TITLE	<b>VS</b>	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<b>Secretary</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>BODZY, GLEN A.</b>		3.2 NAME	<b>C. Steven Moore</b>	
STREET ADDRESS	<b>7100 SVC MERCHANDISE DR</b>		3.3 STREET ADDRESS	<b>7100 Service Mdsr Dr.</b>	
CITY-ST-ZIP	<b>BRENTWOOD TN</b>		3.4 CITY-ST-ZIP	<b>Brentwood, TN 37027</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ORANE, RICHARD</b>		4.2 NAME		
STREET ADDRESS	<b>590 WILSHIRE BLVD, SUITE 400</b>		4.3 STREET ADDRESS		
CITY-ST-ZIP	<b>SANTA MONICA CA</b>		4.4 CITY-ST-ZIP		
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HOLT, R. MAYNARD</b>		5.2 NAME		
STREET ADDRESS	<b>4741 TROUSDALE DRIVE, SUITE 1</b>		5.3 STREET ADDRESS		
CITY-ST-ZIP	<b>NASHVILLE TN</b>		5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<b>Assistant Secretary</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME			6.2 NAME	<b>Marc Hamilton</b>	
STREET ADDRESS			6.3 STREET ADDRESS	<b>7100 Svc Mdsr Dr.</b>	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	<b>Brentwood, TN 37027</b>	

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: *[Signature]* **Marc Hamilton 4-27-98 (615) 660-2971**

CR2E034 (10/97)