

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

FILED
May 20 1998 8:00am
Secretary of State

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

1. Corporation Name
SERVICE MERCHANDISE COMPANY, INC.



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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/07/1990	
21	22	23	24	25	26
Suite, Apt #, etc.		Suite, Apt #, etc.		4. FEI Number 62-0816060	
City & State		City & State		Applied For Not Applicable	
Zip	Country	Zip	Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
27	28	29	30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent				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	

9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301			81	Name	
			82	Street Address (P.O. Box Number is Not Acceptable)	
			83		
			84	City	85
			FL		

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

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)