

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

**FILED**  
**May 19, 1999 8:00 am**  
**Secretary of State**

05-19-1999 90001 020 \*\*\*750.00

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PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P29657**

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
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified <b>06/07/1990</b>
4. FEI Number <b>62-0816060</b>
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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
<b>FL</b>
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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<b>P</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>WITKIN, GARY</b>
STREET ADDRESS	<b>7100 SERVICE MDSE DR</b>
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>
TITLE	<b>VPCF</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>CUSANO, SAM</b>
STREET ADDRESS	<b>7100 SVC MERCHANDISE DR</b>
CITY-ST-ZIP	<b>BRENTWOOD TN</b>
TITLE	<b>S</b> <input type="checkbox"/> DELETE
NAME	<b>MOORE, STEVEN C</b>
STREET ADDRESS	<b>7100 SVC MERCHANDISE DR</b>
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>CRANE, RICHARD</b>
STREET ADDRESS	<b>530 WILSHIRE BLVD, SUITE 400</b>
CITY-ST-ZIP	<b>SANTA MONICA CA</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>HOLT, R. MAYNARD</b>
STREET ADDRESS	<b>4741 TROUSDALE DRIVE, SUITE 1</b>
CITY-ST-ZIP	<b>NASHVILLE TN</b>
TITLE	<b>AS</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>HAMILTON, MARC</b>
STREET ADDRESS	<b>7100 SVC MDSE DR</b>
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>President</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>Charles Se Septer</b>
1.3 STREET ADDRESS	<b>7100 Service Merchandise Blvd.</b>
1.4 CITY-ST-ZIP	<b>Brentwood, TN 37027</b>
2.1 TITLE	<b>Vice-President &amp; CFO</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<b>Thomas Garrett</b>
2.3 STREET ADDRESS	<b>7100 Service Merchandise Blvd.</b>
2.4 CITY-ST-ZIP	<b>Brentwood, TN 37027</b>
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	<b>Assistant Secretary</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>Sandra K. Cary</b>
6.3 STREET ADDRESS	<b>7100 Service Merchandise Blvd.</b>
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, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED **Sandra K. Cary** Date: **4/30/99** Daytime Phone #: **615/660-3971**

CR2E034 (1/98)