

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. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38157 (4)

1. Corporation Name
BURDINES, INC.



Principal Place of Business C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH ST. CINCINNATI OH 45202 US	Mailing Address C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH ST. CINCINNATI OH 45202 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26 c/o Federated Corporate Services, Inc. 27 7 West Seventh St. 28 Cincinnati, OH 29 45202 30 USA	3. Date Incorporated or Qualified 04/02/1992	4. FEI Number 31-1239818	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
City & State 23	City & State 28	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
Zip 24	Country 25	Zip 29	Country 30	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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
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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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P	SOCOL, HOWARD 7 WEST 7TH STREET CINCINNATI OH	1.1 TITLE P	Kronick, Susan 22 East Flagler Street Miami, FL 33131
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE VD	BRODERICK, DENNIS J. 7 WEST 7TH STREET CINCINNATI OH	2.1 TITLE V	Nay, Gary J. 7 West 7th Street Cincinnati, OH
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE VSD	SIMS, JOHN R. 7 WEST 7TH ST. CINCINNATI OH	3.1 TITLE AS	Cox, Jack B. 7 West 7th St. Cincinnati, OH
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE V	SEPPELT, ROBERT C. 7 WEST 7TH STREET CINCINNATI OH	4.1 TITLE AS	Stewart, Gwyneth G. 7 West 7th Street Cincinnati, OH
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE TAS	HOGUET, KAREN M. 7 WEST 7TH STREET CINCINNATI OH	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE AS	ZIERMAIER, KLAUS M. 7 WEST 7TH STREET CINCINNATI OH	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 in an attachment with an address.

SIGNATURE: *Jack B Cox* Jack B. Cox, Asst. Secy. 2/16/98 513-579-7311

CFR2E034 (10/97)