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03-01-1999 90261 002 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P38157

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 CORPORATE SERVICES, INC 7 WEST SEVENTH ST. CINCINNATI OH 45202 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business, 2a. Mailing Address, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30

3. Date Incorporated or Qualified: 04/02/1992
4. FEI Number: 31-1239818
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax: No

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, 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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS: P SOCOL, HOWARD; VD BRODERICK, DENNIS J.; VSD SIMS, JOHN R.; V SEPPELT, ROBERT C.; TAS HOGUET, KAREN M.; AS ZIERMAIER, KLAUS M.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP, 2.1 TITLE, 2.2 NAME, 2.3 STREET ADDRESS, 2.4 CITY-ST-ZIP, 3.1 TITLE, 3.2 NAME, 3.3 STREET ADDRESS, 3.4 CITY-ST-ZIP, 4.1 TITLE, 4.2 NAME, 4.3 STREET ADDRESS, 4.4 CITY-ST-ZIP, 5.1 TITLE, 5.2 NAME, 5.3 STREET ADDRESS, 5.4 CITY-ST-ZIP, 6.1 TITLE, 6.2 NAME, 6.3 STREET ADDRESS, 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 on an attachment with an address, with all other like empowered.

SIGNATURE: Jack B. Cox Assistant Secretary 1/25/99 (513) 579-7311

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Burdines, Inc.

Directors:

Dennis J. Broderick	7 West Seventh Street, Cincinnati, OH 45202
John R. Sims	7 West Seventh Street, Cincinnati, OH 45202
James M. Zimmerman	7 West Seventh Street, Cincinnati, OH 45202

Officers:

Chairman of the Board	James M. Zimmerman	7 West Seventh Street, Cincinnati, OH 45202
Chief Executive Officer	Susan Kronick	22 East Flagler Street, Miami, FL 33131
President & Chief Operating Officer	Michael Osborn	22 East Flagler Street, Miami, FL 33131
Vice Chairman - Operating	J. David Scheiner	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Carey Watson	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Suzanne LaPorte	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Mark Zwerner	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Rick Ausick	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Don Brennan	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Doug Flom	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Ann Ruppert	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Jim Melzer	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Rene Ruiz	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Candy Martin	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Russell Schutte	22 East Flagler Street, Miami, FL 33131
Senior Vice President	Rob Unger	22 East Flagler Street, Miami, FL 33131
Senior Vice President & Treasurer	Gary Schrodt	22 East Flagler Street, Miami, FL 33131
Vice President & Secretary	John R. Sims	7 West Seventh Street, Cincinnati, OH 45202
Vice President	Dennis J. Broderick	7 West Seventh Street, Cincinnati, OH 45202
Vice President	Neal J. Glueck	7 West Seventh Street, Cincinnati, OH 45202
Vice President	Gary J. Nay	7 West Seventh Street, Cincinnati, OH 45202
Assistant Secretary	Jack B. Cox	7 West Seventh Street, Cincinnati, OH 45202
Assistant Secretary	Klaus M. Ziermaier	7 West Seventh Street, Cincinnati, OH 45202