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May 05 1997 8:00am  
Secretary of State

PROFIT CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 831230 (8)  
1. Corporation Name  
MCRAE'S, INC.



Principal Place of Business Mailing Address  
3455 U.S. HIGHWAY 80 WEST  
POST OFFICE BOX 20060  
JACKSON MS 39209  
3455 U.S. HIGHWAY 80 WEST  
POST OFFICE BOX 20060  
JACKSON MS 39209-7202

3. Date Incorporated or Qualified 11/06/1973  
3a. Date of Last Report 05/01/1996  
4. FEI Number 64-0202140  
Applied For Not Applicable  
5. Certificate of Status Desired \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes X No

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 25 29 30

9. Name and Address of Current Registered Agent  
PRENTICE-HALL CORPORATION SYSTEM, INC.  
110 NORTH MAGNOLIA STREET  
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 FL 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCED MARTIN, BRAD 3455 HWY 80 W JACKSON MS	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	PD COGGIN, JAMES A. 3455 HWY 80 W JACKSON MS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VPTD GLASSCOCK, JAMES E. 3455 HWY 80 W JACKSON MS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	Vice-President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Martin, Brian
STREET ADDRESS		4.3 STREET ADDRESS	750 Lakeshore Parkway
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Birmingham AL 35211
TITLE		5.1 TITLE	Secretary/Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Julia Bentley
STREET ADDRESS		5.3 STREET ADDRESS	115 North Calderwood
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Alcoa TN 37701
TITLE		6.1 TITLE	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Doug Coltharp
STREET ADDRESS		6.3 STREET ADDRESS	750 Lakeshore Parkway
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Birmingham, AL 35211

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(3)(b), 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 REQUIRED Doug Coltharp, CFO 4-16-97 205-940-4735  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)