

3/12/98 B 342 C
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Mar 12 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 # 831230 (8)
1. Corporation Name
MCRAE'S, INC.

Principal Place of Business
3455 U.S. HIGHWAY 80 WEST
POST OFFICE BOX 20080
JACKSON MS 39209

Mailing Address
3455 U.S. HIGHWAY 80 WEST
POST OFFICE BOX 20080
JACKSON MS 39209

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/06/1973	
21	Suite, Apt. #, etc.	26	750 Lakeshore Pkwy	4. FEI Number 64-0202140	Applied For Not Applicable
22	City & State	27	Birmingham, AL	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	35211	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	U.S.	7. 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	
PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET TALLAHASSEE FL 32301		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	President
NAME	COGGIN, JAMES A.	1.2 NAME	Dawn Robertson
STREET ADDRESS	3455 HWY 80 W	1.3 STREET ADDRESS	3455 Hwy 80 W
CITY-ST-ZIP	JACKSON MS	1.4 CITY-ST-ZIP	Jackson MS 39209
TITLE	VP	2.1 TITLE	
NAME	MARTIN, BRIAN	2.2 NAME	
STREET ADDRESS	750 LAKESHORE PKWY	2.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	
NAME	BENTLEY, JULIA	3.2 NAME	
STREET ADDRESS	115 N CALDERWOOD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ALCOA TN	3.4 CITY-ST-ZIP	
TITLE	CFO	4.1 TITLE	
NAME	COLTHARP, DOUG	4.2 NAME	
STREET ADDRESS	750 LAKESHORE PKWY	4.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL	4.4 CITY-ST-ZIP	
TITLE	Director	5.1 TITLE	Director
NAME	James Coggin	5.2 NAME	James Coggin
STREET ADDRESS		5.3 STREET ADDRESS	3455 Hwy 80 W
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Jackson, MS 39209
TITLE		6.1 TITLE	Director
NAME		6.2 NAME	Brad Martin
STREET ADDRESS		6.3 STREET ADDRESS	3455 Hwy 80 W
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Jackson, MS 39209

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:  Brian Martin EUP 3-2-98 205-940-4000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0522188

CR2E034 (10/97)