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May 07, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 831230

1. Corporation Name
MCRAE'S, INC.



DO NOT WRITE IN THIS SPACE

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

Mailing Address
**750 LAKESHORE PKWY
 BIRMINGHAM AL 35211
 US**

3. Date Incorporated or Qualified
11/06/1973

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 owes the current year Intangible Personal Property Tax. Yes 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

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	ROBERTSON, DAWN	
STREET ADDRESS	3455 HWY 80 W	
CITY-ST-ZIP	JACKSON MS 39209	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	MARTIN, BRIAN	
STREET ADDRESS	750 LAKESHORE PKWY	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	BENTLEY, JULIA	
STREET ADDRESS	115 N CALDERWOOD	
CITY-ST-ZIP	ALCOA TN	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	COLTHARP, DOUG	
STREET ADDRESS	750 LAKESHORE PKWY	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COGGIN, JAMES	
STREET ADDRESS	3455 HWY 80 W	
CITY-ST-ZIP	JACKSON MS 39209	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MARTIN, BRAD	
STREET ADDRESS	3455 HWY 80 W	
CITY-ST-ZIP	JACKSON MS 39209	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	CHARLES J. HANSEN	
1.3 STREET ADDRESS	750 LAKESHORE PARKWAY	
1.4 CITY-ST-ZIP	BIRMINGHAM, AL 35211	
2.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BRIAN J. MARTIN	
2.3 STREET ADDRESS	750 LAKESHORE PARKWAY	
2.4 CITY-ST-ZIP	BIRMINGHAM, AL 35211	
3.1 TITLE	V/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	JAMES SCULLY	
3.3 STREET ADDRESS	750 LAKESHORE PARKWAY	
3.4 CITY-ST-ZIP	BIRMINGHAM, AL 35211	
4.1 TITLE	Y	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	DOUGLAS COLTHARP	
4.3 STREET ADDRESS	750 LAKESHORE PARKWAY	
4.4 CITY-ST-ZIP	BIRMINGHAM, AL 35211	
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	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	BRADLEY R. MAYS	
6.3 STREET ADDRESS	750 LAKESHORE PARKWAY	
6.4 CITY-ST-ZIP	BIRMINGHAM, AL 35211	

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: **BRADLEY R. MAYS**

(205)940-4745

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (11/98)