

F01000004324

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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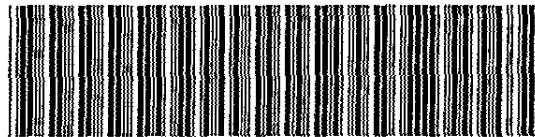
(Business Entity Name)

(Document Number)

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DIVISION OF REGISTRATION

C. Ocullette JUL 24 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 180480 5029779
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 35.00

ORDER DATE : July 23, 2003

ORDER TIME : 1:05 PM

ORDER NO. : 180480-595

CUSTOMER NO: 5029779

CUSTOMER: Carol S. Bruser
Federated Department Stores,
7 West Seventh St.

Cincinnati, OH 45202

CHANGE OF AGENT

NAME: RICH'S DEPARTMENT STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Ohio in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: RICH'S DEPARTMENT STORES, INC.

2. The principal office address: 7 West 7th St.

Cincinnati, OH 45202

3. The mailing address (if different): _____

4. Date of incorporation/qualification: August 15, 2001 Document number: F01000004

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Laura R. Dunlap
(Signature of an officer, chairman or vice chairman of the board)

Laura R. Dunlap, Attorney in Fact
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Carla Lohi
(Signature of Registered Agent)

July 22, 2003
(Date)

If signing on behalf of an entity:

Carla Lohi

(Typed or Printed Name)

Assistant Vice President

(Capacity)

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314