


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Feb 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # F93000000216 (2) 1. Corporation Name JUST FOR FEET, INC.		



Principal Place of Business 7400 CAHABA VALLEY RD BIRMINGHAM AL 35242 US	Mailing Address 7400 CAHABA VALLEY RD BIRMINGHAM AL 35242 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/19/1993	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 63-0734234	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27	23 City & State	28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 re-filing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUTTENBERG, HAROLD	1.2 NAME	
STREET ADDRESS	3618 DUNBARTON DRIVE	1.3 STREET ADDRESS	7400 Cahaba Valley Rd
CITY-ST-ZIP	BIRMINGHAM AL	1.4 CITY-ST-ZIP	Birmingham, AL 35242
TITLE	EVP <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUTTENBERG, DON	2.2 NAME	
STREET ADDRESS	3618 DUNBARTON DRIVE	2.3 STREET ADDRESS	7400 Cahaba Valley Rd
CITY-ST-ZIP	BIRMINGHAM AL	2.4 CITY-ST-ZIP	Birmingham, AL 35242
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WABLER, ROBERT	3.2 NAME	Tyra, Eric L.
STREET ADDRESS	153 CAHABA VALLEY PKWY NO	3.3 STREET ADDRESS	7400 Cahaba Valley Rd
CITY-ST-ZIP	PELHAM AL	3.4 CITY-ST-ZIP	Birmingham, AL 35242
TITLE	SEVP <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WYNNE, SCOTT	4.2 NAME	
STREET ADDRESS	153 CAHABA VALLEY PKWY NO	4.3 STREET ADDRESS	7400 Cahaba Valley Rd
CITY-ST-ZIP	PELHAM AL	4.4 CITY-ST-ZIP	Birmingham, AL 35242
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAINES, RANDALL	5.2 NAME	
STREET ADDRESS	7400 CAHABA VALLEY RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL	5.4 CITY-ST-ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GILBURNE, ADAM	6.2 NAME	
STREET ADDRESS	7400 CAHABA VALLEY RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL	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.

SIGNATURE: **Eric L. Tyra** 1/8/98 205-408-3000

CR2E034 (10/97)

BDOFDIR

JUST FOR FEET												
CORPORATE OFFICERS & DIRECTORS												
Name				Title		Residential address			County		State	ZIP
Last	First	MI				Street	City					Home Phone
												S.S. Number
Ruttenberg	Harold			Exec. Chairman/C.E.O.		3421 Oak Canyon Drive	Birmingham		Jefferson		AL	35223
												(205)408-3000
												420-08-3112
Tyra	Eric			Exec. Vice Pres/C.F.O.		605 High Hampton Drive	Martinez,		Richmond		GA	30907
												(205)408-3000
												085-40-6531
Wynne	Scott			Exec. V.P. / Secretary		151 West Green	Birmingham		Jefferson		AL	35243
												(205)969-1318
												141-56-5944
Ruttenberg	Don-Allen			Exec. Vice President		3618 Dunbarton Drive	Birmingham		Jefferson		AL	35223
												(205)408-3000
												416-11-6098
Gilburne	Adam			Exec. Vice President		5104 Greystone Way	Birmingham		Jefferson		AL	35242
												(205)970-2375
												551-08-4716
Starr, Sr	Bart			Director		1400 Urban Center Dr.	Birmingham		Jefferson		AL	35242
												(205)408-3000
Lazarus	Michael	P.		Director		343 Sansome Street	San Francisco		San Francisco		CA	94104
												(205)408-3000
Haines	Randall	L.		Director		15 South 20th Street	Birmingham		Jefferson		AL	35233
												(205)408-3000
Bellet	David	F.		Director		60 East 42nd St. Ste:3405	New York		New York		NY	10165
												(205)408-3000
Wabler	Robert	C.		Director		7400 Canaba Valley Rd	Birmingham		Jefferson		AL	35242
												(205)408-3000