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FILED
May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F94000000799 (6)

1. Corporation Name
J. C. PENNEY CHILE, INC.



Principal Place of Business
**6501 LEGACY DR., MS 1103
 PLANO TX 75024-3698**

Mailing Address
**6501 LEGACY DR., MS 1103
 PLANO TX 75024-3612**

3. Date Incorporated or Qualified **02/17/1994** 3a. Date of Last Report **04/03/1996**
 4. FEI Number **75-2523867** 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 No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 **6501 Legacy Drive**
 22 City & State 27 **A12**
 23 Zip Country 28 **Dallas, TX**
 24 **75024-3698** 30 **US**

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD.
 PLANTATION FL 33324**

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 _____ (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FYKE, J.A.	1.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 0009	1.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAPPLINGER, G.F.	2.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 0010	2.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUSO, K.T.	3.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 0011	3.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAPPLINGER, G K	4.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 1302	4.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75024	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURNS, W C	5.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 1207	5.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75024	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NAPOLI, F.N.	6.2 NAME	
STREET ADDRESS	6501 LEGACY DR., MS 1302	6.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX	6.4 CITY-ST-ZIP	

14. I do 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: *W.C. Burns* *W.C. Burns* 4/24/97 (997) 431-2147

CR2E034 (9/96)

**J. C. Penney Chile, Inc.
Officers and Directors**

TITLE	NAME	BUSINESS ADDRESS
President	G. K. Kapplinger	6501 Legacy Drive Plano, Texas 75024-3698
Vice-President, Tax	W. C. Burns	6501 Legacy Drive Plano, Texas 75024-3698
Vice President & Treasurer	F. N. Napoll	6501 Legacy Drive Plano, Texas 75024-3698
Vice President & Controller	W. J. Alcorn	6501 Legacy Drive Plano, Texas 75024-3698
Vice-President, Real Estate	N.M. Lowenkron	6501 Legacy Drive Plano, Texas 75024-3698
Vice-President	J. A. Fike	6501 Legacy Drive Plano, Texas 75024-3698
Vice President	R.P. O'Leary	6501 Legacy Drive Plano, Texas 75024-3698
Secretary	E. S. Jones	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Secretary	T. M. Comerford	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Secretary	J. J. Vawrinek	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Treasurer	S. F. Walsh	6501 Legacy Drive Plano, Texas 75024-3698
Director	J.A. Fike	6501 Legacy Drive Plano, Texas 75024-3698
Director	G.F. Kapplinger	6501 Legacy Drive Plano, Texas 75024-3698
Director	K. T. Russo	6501 Legacy Drive Plano, Texas 75024-3698

03/20/97