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**Mar 11 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 # F94000006463 (3)

1. Corporation Name
FEDERATED/MACY'S CLOSE-OUT, INC.



Principal Place of Business Mailing Address
7 WEST SEVENTH STREET CINCINNATI OH 45202 **7 WEST SEVENTH STREET CINCINNATI OH 45202-2424**

3. Date Incorporated or Qualified **12/16/1994** 3a. Date of Last Report **02/22/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 13-3633369	Applied For <input type="checkbox"/> Not Applicable
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23 Zip	28 Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24 Country	29 Country		

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 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 reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CD	<input type="checkbox"/> DELETE	1.1 TITLE V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ZIMMERMAN, JAMES M		1.2 NAME Seppelt, Robert	
STREET ADDRESS 7 WEST SEVENTH STREET		1.3 STREET ADDRESS 7 West Seventh Street	
CITY- ST- ZIP CINCINNATI OH 45202		1.4 CITY- ST- ZIP Cincinnati, OH 45202	
TITLE VD	<input type="checkbox"/> DELETE	2.1 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME BRODERICK, DENNIS J		2.2 NAME Ziermaier, Klaus	
STREET ADDRESS 7 WEST SEVENTH STREET		2.3 STREET ADDRESS 7 West Seventh Street	
CITY- ST- ZIP CINCINNATI OH 45202		2.4 CITY- ST- ZIP Cincinnati, OH 45202	
TITLE VSD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME SIMS, JOHN R		3.2 NAME	
STREET ADDRESS 7 WEST SEVENTH STREET		3.3 STREET ADDRESS	
CITY- ST- ZIP CINCINNATI OH 45202		3.4 CITY- ST- ZIP	
TITLE P	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MORENBERG, EDWARD J		4.2 NAME	
STREET ADDRESS 313 WATERLOO VALLEY ROAD		4.3 STREET ADDRESS	
CITY- ST- ZIP MT. OLIVE NJ 07828		4.4 CITY- ST- ZIP	
TITLE TAS	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME HOGUET, KAREN M M		5.2 NAME	
STREET ADDRESS 7 WEST SEVENTH STREET		5.3 STREET ADDRESS	
CITY- ST- ZIP CINCINNATI OH 45202		5.4 CITY- ST- ZIP	
TITLE AS	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME COX, JACK B		6.2 NAME	
STREET ADDRESS 7 WEST SEVENTH STREET		6.3 STREET ADDRESS	
CITY- ST- ZIP CINCINNATI OH 45202		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 included 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: *Jack B Cox* Jack B. Cox, Assistant Secretary 2/10/97 513-579-7311
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)