

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

FILED  
May 12 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 # P08428 (5)

1. Corporation Name

BROWN GROUP RETAIL, INC.

Principal Place of Business

8300 MARYLAND AVE  
ST. LOUIS MO 63105  
US

Mailing Address

P.O. BOX 360  
ST. LOUIS MO 63166-0360  
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/17/1985	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	4. FEI Number 25-1323027	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		5a. Additional Fee Required \$8.75			
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		6a. May Be Added to Fees \$5.00			
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 S. 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  
85. Zip Code  
FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRIDGEWATER, B. A.	1.2 NAME	
STREET ADDRESS	8300 MARYLAND AVENUE	1.3 STREET ADDRESS	
CITY- ST- ZIP	ST. LOUIS MO	1.4 CITY- ST- ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICH, HARRY E.	2.2 NAME	
STREET ADDRESS	8300 MARYLAND AVENUE	2.3 STREET ADDRESS	
CITY- ST- ZIP	ST. LOUIS MO	2.4 CITY- ST- ZIP	
TITLE	VS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PICKLE, ROBERT D.	3.2 NAME	
STREET ADDRESS	8300 MARYLAND AVENUE	3.3 STREET ADDRESS	
CITY- ST- ZIP	ST. LOUIS MO	3.4 CITY- ST- ZIP	
TITLE	T	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSEN, ANDREW	4.2 NAME	
STREET ADDRESS	8300 MARYLAND AVENUE	4.3 STREET ADDRESS	
CITY- ST- ZIP	ST. LOUIS MO	4.4 CITY- ST- ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERBERICH, WILLIAM J.	5.2 NAME	
STREET ADDRESS	8300 MARYLAND AVENUE	5.3 STREET ADDRESS	
CITY- ST- ZIP	ST LOUIS MO	5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

W. J. Berberich 04/28/97 (314) 854-4069

CR2E034 (9/96)