

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

FILED
May 21 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 # P16188 (5)					
1. Corporation Name HEILIG-MEYERS FURNITURE COMPANY					
Principal Place of Business 2235 STAPLES MILL ROAD RICHMOND VA 23230			Mailing Address 2235 STAPLES MILL ROAD RICHMOND VA 23230		
2. Principal Place of Business 21 12560 WEST CREEK HWY Suite, Apt. #, etc. 22 City & State 23 RICHMOND, VA Zip 24 23238		2a. Mailing Address 26 12560 WEST CREEK HWY Suite, Apt. #, etc. 27 City & State 28 RICHMOND, VA Zip 29 23238		Country 25 GOOCHLAND 30 GOOCHLAND	
3. Name and Address of Current Registered Agent CSG THE UNITED STATES CORPORATION COMPANY 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301			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 not valid if applicable) (Not if Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	DELETE	1.1 TITLE	Change Addition	
NAME	PEERY, TROY A., J. R.		1.2 NAME	*SEE ATTACHED*	
STREET ADDRESS	2235 STAPLES MILL ROAD		1.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		1.4 CITY-ST-ZIP		
TITLE	ST	DELETE	2.1 TITLE	Change Addition	
NAME	PAIGE H. WILSON		2.2 NAME		
STREET ADDRESS	2235 STAPLES MILL ROAD		2.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		2.4 CITY-ST-ZIP		
TITLE	CD	DELETE	3.1 TITLE	Change Addition	
NAME	DERUSHA, WILLIAM C.		3.2 NAME		
STREET ADDRESS	2235 STAPLES MILL ROAD		3.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		3.4 CITY-ST-ZIP		
TITLE	J	DELETE	4.1 TITLE	EXECUTIVE VICE PRESIDENT Change Addition	
NAME	JENKINS, JOSEPH R.		4.2 NAME	Please See Attached	
STREET ADDRESS	2235 STAPLES MILL ROAD		4.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		4.4 CITY-ST-ZIP		
TITLE	V	DELETE	5.1 TITLE	Change Addition	
NAME	DIETER, WILLIAM J.		5.2 NAME		
STREET ADDRESS	2235 STAPLES MILL ROAD		5.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		5.4 CITY-ST-ZIP		
TITLE	V	DELETE	6.1 TITLE	Change Addition	
NAME	RIDDLE, JAMES R.		6.2 NAME		
STREET ADDRESS	2235 STAPLES MILL ROAD		6.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		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 in an attachment with an address.

SIGNATURE:

CR2E034 (10/97)

Fiscal Year 1998 Officers

Officers	Title	Address	Date of taking office
William C. DeRusha	Chairman of Board & CEO	12560 West Creek Pkwy., Richmond, VA 23238	3/1/81
Troy A. Peery, Jr.	President & COO	Same	3/1/79
James F. Cerza, Jr.	Executive VP, Heilig-Meyers	Same	3/1/91
Joseph R. Jenkins	Executive VP, Heilig-Meyers/Mattress Discounters	Same	3/1/87
Irwin L. Lowenstein	Executive VP, Rhodes	Same	3/1/97
George A. Thornton III	Executive VP, Rhodes	Same	3/1/97
James R. Riddle	Executive VP, The RoomStore/Berrios	Same	3/1/83
Patrick Stern	Executive VP, The RoomStore/Berrios	Same	3/1/98
Roy B. Goodman	Senior VP, CFO	Same	3/1/86
William J. Dieter	Senior VP, Accounting & CAO	Same	3/1/80
Joel H. Dugan	Senior VP, Administration	Same	3/1/97
Efrain Rivera Gauthier	Senior VP, Puerto Rico	Same	3/1/95
John M. Hamilton	Senior VP, Operations	Same	3/1/86
William E. Helms	Senior VP, Corporate Expansion	Same	3/1/80
Terry L. Hucks	Senior VP, Information Services	Same	3/1/97
Curtis C. Kimbrell	Senior VP, Operations	Same	3/1/92
Gary R. Levitz	Senior VP, The Roomstore	Same	3/1/97
H.C. Poythress	Senior VP, Advertising	Same	3/1/93
Ronald M. Ragland	Senior VP, Human Resources	Same	3/1/64
John H. Sniffin	Senior VP, Government Relations	Same	3/1/79
A. R. Weiler	Senior VP, Merchandising	Same	3/1/95
Thomas F. Crump	Senior VP, Controller	Same	3/1/92
Steven M. Lytell	Senior VP, Mattress Discounters	Same	3/1/98
Jon M. Studner	Senior VP, Mattress Discounters	Same	3/1/98
W. Gerald Gay	Regional VP, Operations	Same	3/1/87
James M. Glover	Regional VP, Operations	Same	3/1/97
D. Kyle Hodges	Regional VP, Operations	Same	3/1/97
Douglas B. Kays	Regional VP, Operations	Same	3/1/97
William D. Kimbrell	Regional VP, Operations	Same	3/1/86
Roy W. Page	Regional VP, Operations	Same	3/1/86
William R. Thompson, Jr.	Regional VP, Operations	Same	3/1/94
Frederick D. Wood	Regional VP, Operations	Same	3/1/86
Robert L. Bierly	VP, Advertising	Same	3/1/97
Perry L. Biggs	VP, Operations, Rhodes	Same	3/1/97
John C. Ficor	VP, Inventory Management	Same	3/1/96
B. Lee Fletcher	VP, Corporate Development	Same	3/1/96
George Harris	VP, Operations, Rhodes	Same	3/1/97
Steven L. Hurwitz	VP, Advertising, Rhodes	Same	3/1/97
W.F. Jones, Jr.	VP, Internal Audit	Same	3/1/92
R. Brent Langford	VP, Human Resources	Same	3/1/93
Joel T. Lanham	VP, Operations, Rhodes	Same	3/1/97
Alan E. Lese	VP, Merchandise/Upholstery	Same	3/1/90
Michael A. Levitz	VP, Merchandising, The Roomstore	Same	3/1/97
Richard S. Noel, Jr.	VP, Operations Administration	Same	3/1/97
Sandra B. Nunnally	VP, Advertising Administration	Same	3/1/96
Donald M. Parker	VP, Merchandising, Rhodes	Same	3/1/97
Andrew C. Pope	VP, Distribution	Same	3/1/97
Clifton E. Price, III	VP, Credit Operations	Same	3/1/91
L.J. Richardson	VP, Merchandise/Non-Furniture	Same	3/1/90
Daniel J. Shuber	VP, Systems Development	Same	3/1/97
Douglas R. Spencer	VP, Operations, Puerto Rico	Same	3/1/96
Michael F. Steele	VP, Central Delivery Services	Same	3/1/95
Thomas E. Hall	VP, Merchandise Administration	Same	3/1/98
Michael S. Dowdell	VP, Corporate Training	Same	3/1/98
Roger D. Weinberg	VP, Corporate Communications	Same	3/1/97
John David Somers	VP, Visual Merchandising	Same	3/1/98
Paige H. Wilson	VP, Treasurer and Secretary	Same	3/1/96
Kathryn L. Givens	Assistant Treasurer/Assistant Secretary	Same	3/1/97
Keith B. Winchester	Corporate Tax Director	Same	3/1/97

William C. DeRusha
Heilig-Meyers Co.
12560 West Creek Parkway
Richmond, VA 23238
Date of taking office: 3/1/83

Robert L. Burrus, Jr.
McGuire, Woods, Battle & Boothe
One James Center
Richmond, VA 23219
Date of taking office: 3/1/81

Alan G. Fleisher
629 East Main Street
Richmond, VA 23202
Date of taking office: 3/1/87

Lawrence N. Smith
Essex Financial Group, Inc., Suite 200
200 Golden Oak Court
Virginia Beach, VA 23452
Date of taking office: 3/1/83

Eugene P. Trani
President, Virginia Commonwealth University
P. O. Box 842512
Richmond, VA 23284
Date of taking office: 3/1/97

Troy A. Peery
Heilig-Meyers Co.
12560 West Creek Parkway
Richmond, VA 23238
Date of taking office: 3/1/83

Benjamin F. Edwards, III
A.G. Edwards Co.
One North Jefferson
St. Louis, MO 63103
Date of taking office: 3/1/83

Beverly E. Dalton
Trustee, W.C. English Foundation
202 River Oak Drive
Altavista, VA 24517
Date of taking office: 3/1/97

S. Sidney Meyers
1506 Staples Mill Road
Richmond, VA 23230
Date of taking office: 3/1/72

Alexander Alexander
Colony Properties & Investments
Twin Horse Place
8814 Fargo Road
Richmond, VA 23229
Date of taking office: 3/1/72

Nathaniel Krumbein
1506 Staples Mill Road
Richmond, VA 23230
Date of taking office: 3/1/72

Hyman Meyers
211 South Wilton Road
Richmond, VA 23226
Date of taking office: 3/1/72

Charles A. Davis
Limited Partner, Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004
Date of taking office: 3/1/97

L. Douglas Wilder
3215 Hawthorne Avenue
Richmond, VA 23222
Date of taking office: 8/27/97