

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

APPROVED
AND
FILED

1996 SEP -3 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
ANNUAL REPORT
1996

DOCUMENT # P18500 (9)

1. Corporation Name
ACME BOOT RETAIL CO., INC.



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



Principal Place of Business
2910 SCOTTSVILLE RD
BOWLING GREEN KY 42104-4412

Mailing Address
P.O. BOX 9216
EL PASO TX 79983
US

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21. Suite, Apt #, etc.	26. P.O. BOX 198748	03/21/1988	03/14/1995
22. City & State	27. Suite, Apt #, etc.	4. FEI Number	Applied For Not Applicable
23. Zip	28. NASHVILLE, TN	61-0724717	
24. Country	29. 37219-8748	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25. Country	30. USA	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

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 800001944238 -09/11/96--01031--001 84. City ****375.00 FL 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 on this filing is required. (1121) Registered Agent signature required when registering. (1121)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	11 TITLE	President
NAME	BADOVINUS, WAYNE	12 NAME	Badovinus, Wayne
STREET ADDRESS	1002 STAFFORD ST	13 STREET ADDRESS	172 Second Avenue; Suite 200
CITY-ST-ZIP	CLARKSVILLE TN	14 CITY-ST-ZIP	Nashville, TN 37201
TITLE	VP	21 TITLE	Vice-President
NAME	BRUNNER, RAY	22 NAME	Brunner, Ray
STREET ADDRESS	621 GRACEY AVE	23 STREET ADDRESS	172 Second Avenue; Suite 300
CITY-ST-ZIP	CHICAGO IL	24 CITY-ST-ZIP	Nashville, TN 37201
TITLE	T	31 TITLE	
NAME	SHANKS, EARL	32 NAME	
STREET ADDRESS	6300 SEARS TOWER	33 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	34 CITY-ST-ZIP	
TITLE	VP	41 TITLE	
NAME	SWITZER, LARRY K	42 NAME	
STREET ADDRESS	6300 SEARS TOWER	43 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	44 CITY-ST-ZIP	
TITLE	V	51 TITLE	Controller
NAME	MCKAY, CALVIN, S	52 NAME	Gossett, Gary
STREET ADDRESS	1002 STAFFORD ST	53 STREET ADDRESS	172 Second Avenue; Suite 300
CITY-ST-ZIP	CLARKSVILLE TN	54 CITY-ST-ZIP	NASHVILLE, TN 37201
TITLE	S	61 TITLE	
NAME	OSBORNE, PATRICIA	62 NAME	
STREET ADDRESS	621 GRACEY AVE	63 STREET ADDRESS	
CITY-ST-ZIP	CLARKSVILLE TN 89	64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)