

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

FILED
Mar 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P19237** (7)
1. Corporation Name
SPECIALTY DEPARTMENT STORES, INC.

Principal Place of Business
**6251 CROOKED CREEK RD
NORCROSS GA 30092**

Mailing Address
**6251 CROOKED CREEK RD
NORCROSS GA 30092**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/12/1988	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 58-1760404		Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip		30 Country	
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
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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	V
NAME	BRENNINKMEYER, LOUIS	1.2 NAME	EPSTEIN, EDWARD
STREET ADDRESS	6251 CROOKED CREEK RD	1.3 STREET ADDRESS	148 N. UNIVERSITY DRIVE
CITY-ST-ZIP	NORCROSS GA	1.4 CITY-ST-ZIP	PEMBROKE PINES, FL 30024
TITLE	VS	2.1 TITLE	S
NAME	FISCHER, MILES P.	2.2 NAME	BREININ, BARTLEY J.
STREET ADDRESS	1114 AVE. OF THE AMERICAS	2.3 STREET ADDRESS	1114 AVENUE OF THE AMERICAS
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	NEW YORK, NY
TITLE	VT	3.1 TITLE	DV
NAME	ALLEX, KENNETH R.	3.2 NAME	PAINTER, JAMES R.
STREET ADDRESS	1114 AVENUE OF THE AMERICAS	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	BRENNINKMEYER, ROLAND M.	4.2 NAME	
STREET ADDRESS	1114 AVENUE OF THE AMERICAS	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	PAINTER, JAMES R	5.2 NAME	
STREET ADDRESS	1114 AVE. OF THE AMERICAS	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	
NAME	TEDESCHI, WILLIAM P.	6.2 NAME	
STREET ADDRESS	1114 AVENUE OF THE AMERICAS	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	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 on an attachment with an address.

SIGNATURE: _____

GP2E034 (10/97)