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Mar 11 1997 8:00am
Secretary of State



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

PROFIT CORPORATION
ANNUAL REPORT
1997

DOCUMENT # **P20088** (1)
1. Corporation Name
BURDINE'S REAL ESTATE, INC.



Principal Place of Business
**22 EAST FLAGLER STREET
MIAMI FL 33131-1004**

Mailing Address
**% FEDERATED DEPARTMENT STORES, INC
7 W 7TH STREET
CINCINNATI OH 45202-2424
US**

3. Date Incorporated or Qualified
07/18/1988

3a. Date of Last Report
02/01/1996

4. FEI Number
31-1241501

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

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

2. Principal Place of Business

21 Subc. Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30

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 **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

TITLE	AS	<input type="checkbox"/> DELETE
NAME	STEWART, GWYNETH	
STREET ADDRESS	7 W. SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SEPPELT, ROBERT C.	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BRODERICK, DENNIS J.	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	SIMS, JOHN R	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ZIERMAIER, KLAUS	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	HOGUET, KAREN M	
STREET ADDRESS	7 WEST SEVENTH STREET	
CITY - ST - ZIP	CINCINNATI OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Nay, Gary	
1.3 STREET ADDRESS	7 W. Seventh Street	
1.4 CITY - ST - ZIP	Cincinnati, OH	
2.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Cox, Jack	
2.3 STREET ADDRESS	7 W. Seventh Street	
2.4 CITY - ST - ZIP	Cincinnati, OH	
3.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Zavatsky, Kathleen	
3.3 STREET ADDRESS	7 W. Seventh Street	
3.4 CITY - ST - ZIP	Cincinnati, OH	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Jack B. Cox* Jack B. Cox, Assistant Secretary 2/19/97 513-579-7311

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ DATE _____ DAYTIME PHONE # _____

CR2E034 (9/96)