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**Mar 11 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 # P20090 (7)
1. Corporation Name
BLOOMINGDALE'S REAL ESTATE, INC.



Principal Place of Business Mailing Address
% FEDERATED DEPARTMENT STORES, INC.
7 WEST 7TH ST.
CINCINNATI OH 45202

3. Date Incorporated or Qualified **07/18/1988** 3a. Date of Last Report **02/01/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	31-1241492	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
City & State	City & State	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
23	28		
Zip	Zip		
24	29		
Country	Country		
25	30		

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
	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRODERICK, DENNIS J.	1.2 NAME	Nay, Gary
STREET ADDRESS	7 W SEVENTH STREET	1.3 STREET ADDRESS	7 W Seventh Street
CITY- ST- ZIP	CINCINNATI OH	1.4 CITY- ST- ZIP	Cincinnati, OH
TITLE	VSD <input type="checkbox"/> DELETE	2.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SIMS, JOHN R.	2.2 NAME	Stewart, Gwyneth
STREET ADDRESS	7 WEST 7TH ST.	2.3 STREET ADDRESS	7 West 7th St.
CITY- ST- ZIP	CINCINNATI OH	2.4 CITY- ST- ZIP	Cincinnati, OH
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOGUET, KAREN	3.2 NAME	Zavatsky, Kathleen
STREET ADDRESS	7 W SEVENTH STREET	3.3 STREET ADDRESS	7 West 7th St.
CITY- ST- ZIP	CINCINNATI OH	3.4 CITY- ST- ZIP	Cincinnati, OH
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEPPELT, ROBERT C.	4.2 NAME	
STREET ADDRESS	7 W SEVENTH STREET	4.3 STREET ADDRESS	
CITY- ST- ZIP	CINCINNATI OH	4.4 CITY- ST- ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COX, JACK B.	5.2 NAME	
STREET ADDRESS	7 W SEVENTH STREET	5.3 STREET ADDRESS	
CITY- ST- ZIP	CINCINNATI OH	5.4 CITY- ST- ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZIERMAIER, KLAUS	6.2 NAME	
STREET ADDRESS	7 W SEVENTH STREET	6.3 STREET ADDRESS	
CITY- ST- ZIP	CINCINNATI OH	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 included 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 2/11/97 513-579-7311**

CR2E034 (9/96)