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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

% FEDERATED DEPARTMENT STORES, INC.  
7 WEST 7TH ST.  
CINCINNATI OH 45202

Mailing Address

% FEDERATED DEPARTMENT STORES, INC.  
7 WEST 7TH ST.  
CINCINNATI OH 45202-2424



3. Date Incorporated or Qualified

07/18/1988

3a. Date of Last Report

02/01/1996

4. FEI Number

31-1241492

Applied For

Not Applicable

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

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

Signature typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETE
NAME	BRODERICK, DENNIS J.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY- ST- ZIP	CINCINNATI OH	
TITLE	VSD	DELETE
NAME	SIMS, JOHN R.	
STREET ADDRESS	7 WEST 7TH ST.	
CITY- ST- ZIP	CINCINNATI OH	
TITLE	VT	DELETE
NAME	HOGUET, KAREN	
STREET ADDRESS	7 W SEVENTH STREET	
CITY- ST- ZIP	CINCINNATI OH	
TITLE	V	DELETE
NAME	SEPPELT, ROBERT C.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY- ST- ZIP	CINCINNATI OH	
TITLE	AS	DELETE
NAME	COX, JACK B.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY- ST- ZIP	CINCINNATI OH	
TITLE	AS	DELETE
NAME	ZIERMAIER, KLAUS	
STREET ADDRESS	7 W SEVENTH STREET	
CITY- ST- ZIP	CINCINNATI OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	Change	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	Change	Addition
2.2 NAME	Stewart, Gwyneth		
2.3 STREET ADDRESS	7 West 7th St.		
2.4 CITY- ST- ZIP	Cincinnati, OH		
3.1 TITLE	AS	Change	Addition
3.2 NAME	Zavatsky, Kathleen		
3.3 STREET ADDRESS	7 West 7th St.		
3.4 CITY- ST- ZIP	Cincinnati, OH		
4.1 TITLE		Change	Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY- ST- ZIP			
5.1 TITLE		Change	Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY- ST- ZIP			
6.1 TITLE		Change	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 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 2/16/97 513-579-7311

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone

CR2E034 (9/96)