

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

FILED
Feb 27 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 07/18/1988	4. FEI Number 31-1241492	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	85 Zip Code
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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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	BRODERICK, DENNIS J.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	SIMS, JOHN R.	
STREET ADDRESS	7 WEST 7TH ST.	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	HOGUET, KAREN	
STREET ADDRESS	7 W SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SEPPELT, ROBERT C.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	COX, JACK B.	
STREET ADDRESS	7 W SEVENTH STREET	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Nay, Gary J.	
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	Stewart, Gwyneth G.	
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 H.	
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 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, Asst. Secy. 2/16/98 513-579-7311

CR2E034 (10/97)