2004 FOR PROFIT CORPORATION **ANNUAL REPORT**

Apr 30, 2004 8:00 am Secretary of State **DOCUMENT # P24291** 04-30-2004 90322 032 ***150.00 1. Entity Name DILLARD'S, INC. Principal Place of Business Mailing Address %THE CORPORATION TRUST COMPANY %THE CORPORATION TRUST COMPANY 1209 ORANG STREET 1209 ORANG STREET WILMINGOTN, DE 19801 WILMINGOTN, DE 19801 03172004 No Chg-P CR2E034 (10/03) DO NOT WRITE IN THIS SPACE 4. FEI Number Applied For 71-0388071 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM DO NOT WRITE 1200 S. PINE ISLAND ROAD PLANTATION, FL 33324 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00 \$5.00 May Be Trust Fund Contribution. Added to Fees 10. OFFICERS AND DIRECTORS CEO TITLE NAME DILLARD, WILLIAM, II STREET ADDRESS 1600 CANTRELL RD CITY-ST-ZIP LITTLE ROCK, AR TITLE NAME DILLARD, ALEX STREET ADDRESS 1600 CANTRELL RD. CITY-ST-ZIP LITTLE ROCK, AR VD TITLE DILLARD, MIKE NAME STREET ADDRESS 1600 CANTRELL RD DO NOT WRITE CITY-ST-ZIP LITTLE ROCK, AR vs IN THIS SPACE NAME NELSON, STEVE STREET ADDRESS 1600 CANTRELL RD. CITY-ST-ZIP LITTLE ROCK, AR **VTAS** WISE, SHERRILL STREET ADDRESS 1600 CANTRELL RD. CITY-ST-ZIP LITTLE ROCK, AR TITLE

12. 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 report or supplemental 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 prime receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if

Watts Vice President 5/1/04 501

NAME STREET ADDRESS DILLARD'S, INC.

OFFICERS

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		Street	Date Taking	Date Term
Name	Title	Address	Office	Expires
William Dillard, II	Chief Executive Officer	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Alex Dillard	President	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Mike Dillard	ExecVice Pres.	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Drue Corbusier	Exec. Vice Pres.	4501 North Beach Street Fort Worth, TX 76111	05/03	05/04
James I. Freeman	Sr. Vice Pres. Chief Financial Officer	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Paul J. Schroeder, Jr.	Vice President Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
James W. Cherry, Jr.	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
• Sherrill Wise	Treasurer	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Steven K. Nelson	Asst. Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04
Phillip R. Watts	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/03	05/04

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DILLARD'S, INC.

DIRECTORS

Name	Principal Occupation	Address	Date Taking Office	Date Term Expires
Robert C. Connor	Retired President Union National Bank, Little Rock	P. O. Box 1541 Little Rock, AR 72203	05/03	05/04
Drue Corbusier	Executive Vice President Dillard, Inc.	4501 North Beach Street Fort Worth, TX 76111	05/03	05/04
Will D. Davis	Partner Heath, Davis and McCalla, Attorneys	200 Perry-Brooks Building Austin, TX 78701	05/03	05/04
Alex Dillard	Executive Vice President Dillard, Inc.	P. O. Box 486 Little Rock, AR 72203	05/03	05/04
Mike Dillard	Executive Vice President Dillard, Inc.	P.O. Box 486 Little Rock, AR 72203	05/03	05/04
William Dillard, II	Chief Executive Officer/Chairman of the Board Dillard, Inc.	P. O. Box 486 Little Rock, AR 72203	05/03	05/04
James I. Freeman	Senior V. Pres., Chief Fin. Officer Dillard , Inc.	P. O. Box 486 Little Rock, AR 72203	05/03	05/04
John Paul Hammershmidt	Retired Member of Congress 3rd Congressional District of Arkansas	P. O. Box 999 Harrison, AR 72602	05/03	05/04
Bobby Martin	Independent business Executive Former President and CEO Wal-Mart	30 Pinnacle Drive Rogers, AR 72758	05/03	05/04
Warren Stephens	President/CEO Stephens, Inc.	111 Center Street, 2nd Floor Little Rock, AR 72201	05/03	05/04
· William H. Sutton	Managing Partner Friday, Eldredge & Clark, Attorneys	Regions Bank Building, Suite 2000 Little Rock, AR 72201	05/03	05/04
J. C. Watts	Former Member of Congress Chairman of J. C. Watts Companies	1000 Wilson Boulevard, Suite 950 Arlington, VA 22209	05/03	05/04