

<b>DOCUMENT # P29657</b>			
1. Entity Name <b>SERVICE MERCHANDISE COMPANY, INC.</b>			
Principal Place of Business 7100 SERVICE MERCHANDISE DR P O BOX 24600 NASHVILLE TN 37202		Mailing Address 7100 SERVICE MERCHANDISE DR P O BOX 24600 NASHVILLE TN 37202-4600	
2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
6. Name and Address of Current Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301			Name
			Street Address (If different from above)
			City
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent.			
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required)</small>			
9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back) <input checked="" type="checkbox"/>		FILE NOW!!! FEE IS \$150.00 After MAY 1, 2000 Fee will be \$550.00 Make Check Payable to Department of State	
11. OFFICERS AND DIRECTORS			
TITLE	P	<input type="checkbox"/> Delete	
NAME	SEPTER, CHARLES		
STREET ADDRESS	7100 SERVICE MDSE DR		
CITY-ST-ZIP	BRENTWOOD TN 37027		
TITLE	VPCF	<input type="checkbox"/> Delete	
NAME	GARRETT, THOMAS		
STREET ADDRESS	7100 SVC MERCHANDISE DR		
CITY-ST-ZIP	BRENTWOOD TN 37027		
TITLE	S	<input type="checkbox"/> Delete	
NAME	MOORE, STEVEN C		
STREET ADDRESS	7100 SVC MERCHANDISE DR		
CITY-ST-ZIP	BRENTWOOD TN 37027		
TITLE	D	<input type="checkbox"/> Delete	
NAME	CRANE, RICHARD		
STREET ADDRESS	530 WILSHIRE BLVD, SUITE 400		
CITY-ST-ZIP	SANTA MONICA CA		
TITLE	D	<input type="checkbox"/> Delete	
NAME	HOLT, R. MAYNARD		
STREET ADDRESS	4741 TROUSDALE DRIVE, SUITE 1		
CITY-ST-ZIP	NASHVILLE TN		
TITLE	AS	<input checked="" type="checkbox"/> Delete	
NAME	CARY, SANDRA		
STREET ADDRESS	7100 SVC MDSE DR		
CITY-ST-ZIP	BRENTWOOD TN 37027		
12.			
TITLE			
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE			
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE			
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Sec. 607.1 of the Tennessee Code Annotated, and that my signature shall have the same effect as if it were the signature of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Tennessee Code Annotated, changed, or on an attachment with an address, with all other like empowered.			
SIGNATURE: _____		SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR	

SIGNATURE:  BILLY STEWART 4/25/00 615/660-3305  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/99)