

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

FILED
May 12 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 # P34613 (0)
1. Corporation Name
DILLARD TRAVEL, INC.

Principal Place of Business P.O. BOX 486 LITTLE ROCK AR 72203-0486	Mailing Address P.O. BOX 486 LITTLE ROCK AR 72203-0486
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/01/1991

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	4. FEI Number 71-0523141 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD DILLARD, WILLIAM, II 1600 CANTRELL ROAD LITTLE ROCK AR	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD DILLARD, ALEX 1600 CANTRELL ROAD LITTLE ROCK AR	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VSD DARR, JAMES E., JR. 1600 CANTRELL ROAD LITTLE ROCK AR	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VT HAWKINS, JOHN 1600 CANTRELL ROAD LITTLE ROCK AR	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VD FREEMAN, JAMES I. 1600 CANTRELL ROAD LITTLE ROCK AR	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

John E. Nelson

4/28/98

801-376-5333

CR2E034 (10/97)

DILLARD TRAVEL, INC.**OFFICERS**

Name	Title	Street Address	P. O. Box	Date Taking Office	Date Term Expires	Social Security No.
Alex Dillard	President	1600 Cantrell Rd. Little Rock, AR 72201	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	448-46-2183
William Dillard, II	Vice Pres.	1600 Cantrell Rd. Little Rock, AR 72201	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	429-98-6250
James E. Darr, Jr.	V. P. - Secretary	1600 Cantrell Rd. Little Rock, AR 72201	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	438-62-8029
James I. Freeman	Secretary	1600 Cantrell Rd. Little Rock, AR 72201	P.O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	430-90-3172
John Hawkins	V. P. - Treasurer	1600 Cantrell Rd. Little Rock, AR 72201	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	462-74-7946
Steven K. Nelson	Assistant Secretary	1600 Cantrell Rd. Little Rock, AR 72201	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	432-13-9564
Paul J Schroeder, Jr.	Vice Pres.	1600 Cantrell Rd. Little Rock, AR 72201	P.O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98	497-52-6389

DILLARD TRAVEL, INC.**DIRECTORS**

Name	Principal Occupation	Address	Date Taking Office	Date Term Expires
Alex Dillard	Executive Vice President Dillard Department Stores, Inc.	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98
William Dillard, II	President Dillard Department Stores, Inc.	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98
James I. Freeman	Chief Financial Officer Dillard Department Stores, Inc.	P. O. Box 486 Little Rock, AR 72203	1/5/98	5/16/98
James E. Darr, Jr.	Secretary Dillard Department Stores, Inc.	900 West Capitol Little Rock, AR 72201	1/5/98	5/16/98