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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mathern
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P40334

(5)

1. Corporation Name

LICHTERMAN BROTHERS SHOE COMPANY

Principal Place of Business

SPIEGEL OUTLET SHOE DEPT
12801 W SUNRISE BLVD
SUNRISE FL 33323
US

Mailing Address

P. O. BOX 94
MEMPHIS TN 38101-0094
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 607.0503, 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. Thereby, I accept the appointment as registered agent. I am familiar with, and I accept the obligations of, Sections 607.0502 and 607.0503, Florida Statutes.

SIGNATURE

Signature of the person authorized to sign this statement

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	[] DELETE
CEO	LICHTERMAN, BARRY	712 E. H. CRUMP BLVD.	MEMPHIS TN	[] DELETE
P	LICHTERMAN, JR. H H	712 E. H. CRUMP BLVD.	MEMPHIS TN	[] DELETE
V	LICHTERMAN, IRA	712 E.H. CRUMP BLVD.	MEMPHIS TN	[] DELETE
ST	BAYLESS, MIKE	712 E.H. CRUMP BLVD.	MEMPHIS TN	[X] DELETE
[] DELETE				[] DELETE
[] DELETE				[] DELETE
[] DELETE				[] DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	[] Change	[X] Addition
11	LISA L. SIMANSON	712 E.H. CRUMP BLVD.	MEMPHIS, TN 38126	[] Change	[X] Addition
12	RAY ALBONETTI	712 E.H. CRUMP BLVD	MEMPHIS, TN 38126	[X] Change	[] Addition
13	CEO/D BARRY LICHTERMAN	712 E.H. CRUMP BLVD	MEMPHIS, TN 38126	[X] Change	[] Addition
14	GEORGE P/D	712 E.H. CRUMP BLVD	MEMPHIS, TN 38126	[X] Change	[] Addition
15	HERBERT HENRY LICHTERMAN, JR	712 E.H. CRUMP BLVD	MEMPHIS, TN 38126	[X] Change	[] Addition
16	IRA J. LICHTERMAN, II	712 E.H. CRUMP BLVD.	MEMPHIS, TN 38126	[] Change	[] Addition

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

LISA L. SIMANSON

Secretary 3/1/96 901 774 8720
ext 125

CR2E034 (12/95)