

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

FILED  
Apr 22 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P40334** (5)

1. Corporation Name  
**LICHTERMAN BROTHERS SHOE COMPANY**

Principal Place of Business <b>SPIEGEL OUTLET SHOE DEPT 12801 W SUNRISE BLVD SUNRISE FL 33323 US</b>	Mailing Address <b>P. O. BOX 84 MEMPHIS TN 38101-0084 US</b>
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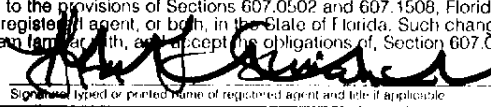


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>09/03/1992</b>	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.		4. FEI Number <b>62-1322598</b>	
22 City & State	27	28 City & State		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23 Zip	28	29 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24 Country	29	30 Country		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 <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>		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		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  (NOT: Registered Agent signature required when reinstating)  DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	CEO/PRESIDENT
NAME	LICHTERMAN, BARRY	1.2 NAME	
STREET ADDRESS	712 E. H. CRUMP BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	EXECUTIVE VP & DIRECTOR
NAME	DIAMOND, MURRAY	2.2 NAME	HERBERT H. LICHTERMAN JR
STREET ADDRESS	712 E H CRUMP BLVD	2.3 STREET ADDRESS	712 E.H. CRUMP BLVD
CITY-ST-ZIP	MEMPHIS TN	2.4 CITY-ST-ZIP	MEMPHIS, TN 38106
TITLE	CO	3.1 TITLE	
NAME	LICHTERMAN, BARRY	3.2 NAME	
STREET ADDRESS	712 EH CRUMP BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	DEPUTY VICE PRESIDENT
NAME	GLAZER, HERBERT	4.2 NAME	
STREET ADDRESS	165 MADISON, SUITE 1500	4.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	SECRETARY/TREASURER
NAME	SIMANSON, LISA L	5.2 NAME	
STREET ADDRESS	712 EH CRUMP BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	
NAME	ALBONETTI, RAY	6.2 NAME	
STREET ADDRESS	712 EH CRUMP BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	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:  LISA L. SIMANSON SECRETARY/TREAS. 1/13/98 20,004,883.30

CR2E034 (10/97)