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FILED
Mar 19 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P94000040840 (8)

1. Corporation Name

FACTORY SHOE WAREHOUSE, INC.

Principal Place of Business

8771 CORAL WAY
MIAMI FL 33165
US

Mailing Address

3100 WESLAYAN
SUITE 380
HOUSTON TE 77027-5752
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

9. Name and Address of Current Registered Agent

BELLO, PEDRO
13435 S.W. 1 TERRACE
MIAMI FL 33184

3. Date Incorporated or Qualified

05/31/1994

3a. Date of Last Report

02/12/1996

4. FEI Number

65-0492256

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

10. Name and Address of New Registered Agent

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 607.1508, 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's signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME BELLO, PEDRO
STREET ADDRESS 13435 S.W. 1 TERRACE
CITY-ST-ZIP MIAMI FL 33184

DELETE

TITLE D
NAME BELLO, JOAQUIN O
STREET ADDRESS 10945 S.W. 36 STREET
CITY-ST-ZIP MIAMI FL 33165

DELETE

TITLE D
NAME KRASNER, MARVIN D
STREET ADDRESS 3100 WESLAYAN SUITE 380
CITY-ST-ZIP HOUSTON TX 77027

DELETE

TITLE D
NAME SHTOFMAN, NORMAN
STREET ADDRESS 1905 W. GENTRY PKWY.
CITY-ST-ZIP TYLER TX 75712

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I do 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

Marvin D. Krasner 3/10/97 6236933

CR2E034 (9/96)