



835627

ACCOUNT NO. : 072100000032

REFERENCE : 566844 5051525

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 35.00

ORDER DATE : October 15, 1997

ORDER TIME : 12:32 PM

ORDER NO. : 566844-015

CUSTOMER NO: 5051525

100002400091--0

CUSTOMER: Ms. Karen Kilian
Genesco Inc.
Suite 490
1415 Murfreesboro Road
Nashville, TN 37217

CHANGE OF AGENT

NAME: GCO PROPERTIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

FILED
98 JAN 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 14 PM 1:37
DIVISION OF CORPORATION

1/15 Jay R.A. Change

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: GCO PROPERTIES, INC.

2. The mailing address of the corporation is: 1415 MURFREESBORO ROAD, SUITE 212, NASHVILLE, TENNESSEE 37202

3. Date of incorporation/qualification: 12-22-1975 Document number: 835627

4. The name and address of the current registered agent and office:

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

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

JANUARY 9, 1998
(Date)

ROGER G. SISSON
SECRETARY & GENERAL COUNSEL
(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Karen B. Rozar, As Agent
(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

[Signature: Karen B. Rozar]
(Typed or Printed Name)

(Capacity)