

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

FILED
May 14 1998 8:00am
Secretary of State

| | | |
|---|---|--|
|  | PROFIT CORPORATION ANNUAL REPORT 1998 | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
| | DOCUMENT # P13376 (9) | |

1. Corporation Name
CONVERSE, INC.

| | |
|--|--|
| Principal Place of Business ONE FORDHAM ROAD NORTH READING MA 01864 | Mailing Address ONE FORDHAM ROAD NORTH READING MA 01864 |
|--|--|



DO NOT WRITE IN THIS SPACE

| | |
|--------------------------------|-------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21. Suite, Apt. #, etc. | 26. Suite, Apt. #, etc. |
| 22. City & State | 27. City & State |
| 23. Zip | 28. Zip |
| 24. Country | 29. Country |

| |
|---|
| 3. Date Incorporated or Qualified 02/25/1987 |
| 4. FEI Number 43-1419731 |
| 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$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 |

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

| |
|--|
| 81. Name |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. City |
| 84. State 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 _____ DATE _____
Signature typed or printed name of registered agent and title of operator. (NOTE: Registered Agent Signature required when reinstating.)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------|---|---|
| TITLE | CEO | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RUPP, GLENN N | 1.2 NAME | |
| STREET ADDRESS | ONE FORDHAM ROAD | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORTH READING MA | 1.4 CITY-ST-ZIP | |
| TITLE | SVP | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GREEN, JACK A. | 2.2 NAME | |
| STREET ADDRESS | ONE FORDHAM ROAD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORTH READING MA | 2.4 CITY-ST-ZIP | |
| TITLE | T | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAWLOR, JAMES E. | 3.2 NAME | |
| STREET ADDRESS | ONE FORDHAM ROAD | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORTH READING MA | 3.4 CITY-ST-ZIP | |
| TITLE | D | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LOYND, RICHARD B. | 4.2 NAME | |
| STREET ADDRESS | 101 S. HANLEY ROAD | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | ST. LOUIS MO | 4.4 CITY-ST-ZIP | |
| TITLE | OB | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RYAN, RONALD | 5.2 NAME | |
| STREET ADDRESS | ONE FORDHAM RD | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | N READING MA | 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 _____

CR2E034 (10/97)

CONVERSE INC.

One Fordham Road
North Reading, MA 01864-2680
Incorporated in Delaware on July 22, 1986

BOARD OF DIRECTORS

| | | | |
|--------------------|--------------------|--------------------|----------------|
| + Michael S. Gross | + Joshua J. Harris | * Richard B. Loynd | Gilbert Ford |
| Michael D. Weiner | + John J. Hannan | + Leon D. Black | Donald J. Barr |
| Robert H. Falk | + John H. Kissick | Julius W. Erving | Glenn N. Rupp |

OFFICERS

| | |
|----------------------|--|
| Glenn N. Rupp | Chairman of the Board and Chief Executive Officer |
| Jack A. Green | Senior Vice President, General Counsel and Secretary |
| Herbert R. Rothstein | Senior Vice President, Production |
| Alistair M. Thorburn | Senior Vice President, International |
| Donald J. Camacho | Senior Vice President and Chief Financial Officer |
| Thomas L. Nelson | Senior Vice President, Sales/North America |
| James E. Solomon | Senior Vice President, Marketing |
| Edward C. Frederick | Senior Vice President, Research and Development |
| Robert C. Sharp | Vice President, Manufacturing |
| Mary J. Kenney | Vice President, Human Resources |
| Kenneth Luckraft | Vice President, Quality, Distribution and Information Technology |
| James E. Lawlor | Vice President, Finance |
| Mark Shuster | Vice President, International Marketing & Business Development |
| Jennifer C. Murray | Vice President, Marketing Communications |
| Steven G. Dodge | Vice President, U.S. Sales – Field Accounts |
| William J. Adams | Vice President, U.S. Sales – National Accounts |
| James E. Faulkner | Assistant Treasurer |
| Laura W. Kelley | Assistant Secretary |
| James E. Canty | Assistant Secretary |

+ Lion Advisors, L.P.
1301 Ave. of the Americas
New York, NY 10019

* Furniture Brands Intl. Inc.
101 So. Hanley Road
St. Louis, MO
63105