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FILED
Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90109 041 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P16188

1. Corporation Name
HEILIG-MEYERS FURNITURE COMPANY

Principal Place of Business
 12560 WEST CREEK PKWY
 RICHMOND VA 23238
 US

Mailing Address
 12560 WEST CREEK PKWY
 RICHMOND VA 23238
 US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/30/1987

4. FEI Number **54-0964222** 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 owes the current year intangible Personal Property Tax. Yes No

2. Principal Place of Business
 27 **12560 West Creek Pkwy**

2a. Mailing Address
 26 **12560 West Creek Pkwy**

23 **Richmond, VA**

28 **Richmond, VA**

24 **23238** 25 **Coachland**

29 **23238** 30 **Coachland**

9. Name and Address of Current Registered Agent

CSG THE UNITED STATES CORPORATION COMPANY
 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
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEERY, TROY A., J R.	1.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	1.4 CITY-ST-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAIGE H. WILSON	2.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	2.4 CITY-ST-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DERUSHA, WILLIAM C.	3.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	3.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JENKINS, JOSEPH R	4.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	4.4 CITY-ST-ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIETER, WILLIAM J.	5.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RIDDLE, JAMES R.	6.2 NAME	
STREET ADDRESS	2235 STAPLES MILL ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	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, with all other like empowered.

SIGNATURE: Paige H. Wilson **PAIGE H. WILSON** 1/16/98 804/784-7554
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)

Fiscal Year 1999 Officers

241664-90109-41
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Officers	Title	Address	Date of taking office
William C. DeRusha	Chairman of Board & CEO	12560 West Creek Pkwy., Richmond, VA 23238	3/1/81
James F. Cerza, Jr.	Executive VP, Heilig-Meyers	Same	3/1/91
Irwin L. Lowenstein	Executive VP, Rhodes	Same	3/1/97
James R. Riddle	Executive VP, The RoomStore/Berrios	Same	3/1/83
Patrick Stern	Executive VP, The RoomStore/Berrios	Same	3/1/98
Roy B. Goodman	Senior VP, CFO	Same	3/1/86
William J. Dieter	Senior VP, Accounting & CAO	Same	3/1/80
Joel H. Dugan	Senior VP, Administration	Same	3/1/97
Efrain Rivera Gauthier	Senior VP, Puerto Rico	Same	3/1/95
John M. Hamilton	Senior VP, Operations	Same	3/1/86
William E. Helms	Senior VP, Corporate Expansion	Same	3/1/80
Terry L. Hucks	Senior VP, Information Services	Same	3/1/97
Curtis C. Kimbrell	Senior VP, Operations	Same	3/1/92
Gary R. Levitz	Senior VP, The Roomstore	Same	3/1/97
H.C. Poythress	Senior VP, Advertising	Same	3/1/93
Ronald M. Ragland	Senior VP, Human Resources	Same	3/1/64
John H. Sniffin	Senior VP, Government Relations	Same	3/1/79
A. R. Weiler	Senior VP, Merchandising	Same	3/1/95
Thomas F. Crump	Senior VP, Controller	Same	3/1/92
Steven M. Lytell	Senior VP, Mattress Discounters	Same	3/1/98
Jon M. Studner	Senior VP, Mattress Discounters	Same	3/1/98
W. Gerald Gay	Regional VP, Operations	Same	3/1/87
James M. Glover	Regional VP, Operations	Same	3/1/97
D. Kyle Hodges	Regional VP, Operations	Same	3/1/97
Douglas B. Kays	Regional VP, Operations	Same	3/1/97
William D. Kimbrell	Regional VP, Operations	Same	3/1/86
Roy W. Page	Regional VP, Operations	Same	3/1/86
William R. Thompson, Jr.	Regional VP, Operations	Same	3/1/94
Frederick D. Wood	Regional VP, Operations	Same	3/1/86
Robert L. Bierly	VP, Advertising	Same	3/1/97
Perry L. Biggs	VP, Operations, Rhodes	Same	3/1/97
John C. Ficar	VP, Inventory Management	Same	3/1/96
B. Lee Fletcher	VP, Corporate Development	Same	3/1/96
George Harris	VP, Operations, Rhodes	Same	3/1/97
Steven L. Hurwitz	VP, Advertising, Rhodes	Same	3/1/97
W.F. Jones, Jr.	VP, Internal Audit	Same	3/1/92
R. Brent Langford	VP, Human Resources	Same	3/1/93
Joel T. Lanham	VP, Operations, Rhodes	Same	3/1/97
Alan E. Lese	VP, Merchandise/Upholstery	Same	3/1/90
Michael A. Levitz	VP, Merchandising, The Roomstore	Same	3/1/97
Richard S. Noel, Jr.	VP, Operations Administration	Same	3/1/97
Sandra B. Nunnally	VP, Advertising Administration	Same	3/1/96
Donald M. Parker	VP, Merchandising, Rhodes	Same	3/1/97
Andrew C. Pope	VP, Distribution	Same	3/1/97
Clifton E. Price, III	VP, Credit Operations	Same	3/1/91
L.J. Richardson	VP, Merchandise/Non-Furniture	Same	3/1/90
Daniel J. Shuber	VP, Systems Development	Same	3/1/97
Douglas R. Spencer	VP, Operations, Puerto Rico	Same	3/1/96
Michael F. Steele	VP, Central Delivery Services	Same	3/1/95
Thomas E. Hall	VP, Merchandise Administration	Same	3/1/98
Michael S. Dowdell	VP, Corporate Training	Same	3/1/98
Roger D. Weinberg	VP, Corporate Communications	Same	3/1/97
John David Somers	VP, Visual Merchandising	Same	3/1/98
Paige H. Wilson	VP, Treasurer and Secretary	Same	3/1/96
Kathryn L. Givens	Assistant Treasurer/Assistant Secretary	Same	3/1/97
Keith E. Winchester	Corporate Tax Director	Same	3/1/97

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Fiscal Year 1999 Board of Directors

William C. DeRusha
Heilig-Meyers Co.
12560 West Creek Parkway
Richmond, VA 23238
Date of taking office: 3/1/83

Benjamin F. Edwards, III
A.G. Edwards Co.
One North Jefferson
St. Louis, MO 63103
Date of taking office: 3/1/83

Alexander Alexander
Colony Properties & Investments
Twin Horse Place
8814 Fargo Road
Richmond, VA 23229
Date of taking office: 3/1/72

Robert L. Burrus, Jr.
McGuire, Woods, Battle & Boothe
One James Center
Richmond, VA 23219
Date of taking office: 3/1/81

Beverly E. Dalton
Trustee, W.C. English Foundation
202 River Oak Drive
Altavista, VA 24517
Date of taking office: 3/1/97

Nathaniel Krumbein
1506 Staples Mill Road
Richmond, VA 23230
Date of taking office: 3/1/72

Alan G. Fleisher
629 East Main Street
Richmond, VA 23202
Date of taking office: 3/1/87

S. Sidney Meyers
1506 Staples Mill Road
Richmond, VA 23230
Date of taking office: 3/1/72

Hyman Meyers
211 South Wilton Road
Richmond, VA 23226
Date of taking office: 3/1/72

Lawrence N. Smith
Essex Financial Group, Inc., Suite 200
200 Golden Oak Court
Virginia Beach, VA 23452
Date of taking office: 3/1/83

Charles A. Davis
Limited Partner, Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004
Date of taking office: 3/1/97

L. Douglas Wilder
3215 Hawthorne Avenue
Richmond, VA 23222
Date of taking office: 8/27/97

Eugene P. Trani
President, Virginia Commonwealth University
P. O. Box 842512
Richmond, VA 23284
Date of taking office: 3/1/97