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FORM **BCA 5.10/5.20** (rev. Dec. 2003)

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

Business Corporation Act



Doc#: **0613145154** Fee: **\$32.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 05/11/2006 02:30 PM Pg: 1 of 5

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdriveillinois.com

FILED

MAY 05 2006

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

File # 17108760 Filing Fee: \$25.00 Approved: [Signature]
Submit in duplicate Type or Print clearly in black ink Do not write above this line

- CORPORATE NAME: FEDERATED RETAIL HOLDINGS, INC.
- STATE OR COUNTRY OF INCORPORATION: New York
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>C T Corporation System</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 South LaSalle Street, Suite 814</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

(752 30-840 JHZ)

- Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>Illinois Corporation Service Company</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>801 Adlai Stevenson Drive</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Springfield</u>	<u>62703</u>	<u>Sangamon</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

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

- The above change was authorized by: ("X" one box only)
 - By resolution duly adopted by the board of directors. (Note 5)
 - By action of the registered agent. (Note 6)

SEE REVERSE SIDE FOR SIGNATURE(S).

BOX 314

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7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 28, 2006 FEDERATED RETAIL HOLDINGS, INC.
 (Month & Day) (Year) (Exact Name of Corporation)
Maureen Cullen
 (Any Authorized Officer's Signature)
 Maureen Cullen, Attorney in Fact
 (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, _____ (Signature of Registered Agent of Record)
 (Month & Day) (Year)

 (Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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STATE OF OHIO)
COUNTY OF HAMILTON)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Dennis J. Broderick, the Senior Vice President, Secretary and General Counsel of Federated Department Stores, Inc. ("the Company"), a corporation established under the laws of the State of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

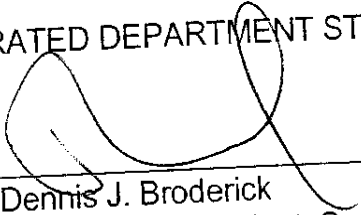
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Dennis J. Broderick, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 7th day of April, 2006.

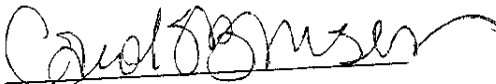
FEDERATED DEPARTMENT STORES, INC.

BY:



Dennis J. Broderick
Senior Vice President, Secretary and General Counsel

Subscribed and sworn to before me this 7th day of April, 2006.



Notary Public

CAROL S. BRUSER
Notary Public, State of Ohio
My Commission Expires Oct. 17, 2010

**FEDERATED DEPARTMENT STORES, INC. ("FDS"),
A DELAWARE CORPORATION,**

**SUCCESSOR THROUGH MERGER TO
THE MAY DEPARTMENT STORES COMPANY, A DELAWARE CORPORATION**

Subsidiaries of FDS			
	Federated Retail Holdings, Inc. ("FRHI"), f/k/a The May Department Stores Company	NY	AL, AZ, CA, CO, CT, DE, DC, FL, GA, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MO, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, PR, RI, SD, TN, TX, UT, VT, VA, WA, WV, WI
	Leadville Insurance Company	VT	
	May Capital Holdings I, Inc.	DE	
	May Department Stores International, Inc.	DE	MO, NY
	Snowdin Insurance Company	VT	
Subsidiaries of Federated Retail			
	Central Regional Claims Corporation	TX	
	Charleston Stores Corporation	IN	KY
	Consolidators Urban Renewal Corporation	NJ	
	Dayton's Iron Horse Liquors, Inc.	MN	
	Famous-Barr Co., Inc.	NY	MO, IN
	Famous-Barr Finance, Inc.	OH	
	FamousBarrGifts.com, LLC	MO	
	Filene's Finance, Inc.	OH	
	FilenesGifts.com, LLC	MA	
	Filene's, Inc.	DE	CT, MA, NY
	Foley's Finance, Inc.	OH	
	FoleysGifts.com, LLC	TX	
	Foley's, Inc.	DE	NM, LA, TX
	Grande Levee, Inc.	NV	MO, OH
	Hecht's Company, Inc.	NY	DC, MD, PA, NC, VA
	Hecht's Finance, Inc.	OH	
	HechtsGifts.com, LLC	VA	
	The Jones Store Co., Inc.	NY	KS, MO
	TheJonesStoreGifts.com, LLC	MO	
	Kaufmann's Carousel, Inc.	DE	NY
	Kaufmann's Department Stores, Inc.	DE	NY, PA, OH, WV
	Laurel Plaza Development I, Inc.	DE	CA
	L.S. Ayres Company	DE	IN
	LSAyresGifts.com, LLC	MO	
	Marshall Field's Chicago, Inc.	DE	IL
	Marshall Field's Finance, Inc.	OH	
	Marshall Field's, Inc.	DE	IN, MN, ND, SD
	May Capital Holdings, Inc.	NV	
	May Capital, Inc.	DE	MO
	May Company Montgomery Condominium LLC	MD	
	May Credit Corporation	DE	
	May Design & Construction Company, Inc.	NY	MO
	Mayfair Wine & Liquor Shop, Inc.	WI	
	The May Merchandising Corporation	DE	MO, NY
	May Properties of Maryland, Inc.	DE	MD
	May Stores IV, Inc.	DE	
	May Stores VIII, Inc.	DE	IN, KS, MO
	May Stores X, Inc.	DE	
	May Stores XI, Inc.	DE	MO
	May Stores XIII, Inc.	DE	MO

	May Travel, Inc.	DE	MO
	McIntire One, Inc.	DE	
	Meier & Frank Company, Inc.	NY	OR, WA, UT
	MF Distribution Center of Illinois LLC	DE	IL
	MF Distribution Center of Michigan LLC	DE	MI
	MF Distribution Center of Minnesota LLC	DE	MN
	MF Fargo-Grand Forks-Bismarck Stores LLC	DE	ND
	MF Grape-Coldwater Stores LLC	DE	IN
	Nimbus Stores LLC	DE	MN
	Northeast Denver Acquisition LLC	DE	CO
	Nutmeg Acquisition Corporation	CT	
	Robinsons-May Finance, Inc.	OH	
	RobinsonsMayGifts.com, LLC	CA	
	Robinsons-May, Inc.	NY	AZ, CA, NV
	Rooftop, Inc.	MN	
	Silver Spring Condo Corporation	DE	MD
	Southdale Stores LLC	DE	MO
	StrawbridgesGifts.com LLC	VA	
	Strawbridges, Inc.	NY	DE, PA, NJ
	SWDC Investment Company	CT	
	Walden Stores Corporation	IN	
Not-for-Profit Corporation			
	The May Department Stores Foundation		MO - Not for Profit Corp.