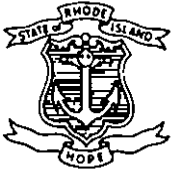


Filing Fee: \$20.00

ID Number: 24192



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

MAY 04 2006

By WZ

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

RECEIVED
OFFICE OF THE SECRETARY OF STATE
MAY 4 2006
AM 10:13

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is FEDERATED RETAIL HOLDINGS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
C T Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 1, 2006

Maureen Cullen
Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney in Fact

Type or Print Name of Authorized Officer

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.

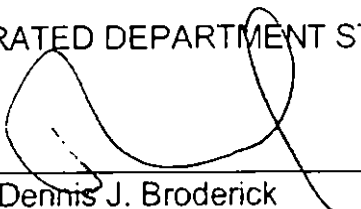
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as 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.

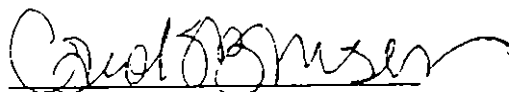
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 7th day of April, 2006.

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