FILE	NOW:	FILING	FEE AF	TER	MAY	1ST	18	\$550.0	<b>)</b> 0

**FILED PROFIT** Apr 24 1998 8:00am FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # 209745 (9)BARON'S STORES, INC. Principal Place of Business Mailing Address 5010 IN HIATUS ROAD SUNDISE PL 33351-8017 5010 N. NIATUS ROAD SUNRISE A. 33351-8017 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 02/11/1958 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 3487 N. HIATUS ROAD 3487 N. HIATUS ROAD 59-0829437 Not Applicable \$8.75 Additional 5. Certificate of Status Desired SUNRISE, F SUNRISE Fee Required City & Stato 6. Election Campaign Financing \$5.00 May Be 33351 33351 Trust Fund Contribution Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible us 24 us 25 29 Personal Property Tax due June 30. 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent Name LANSON, NORMAN

Street Address (P.O. Box Number is No Acceptable)

3487 N. HIATUS KOAD LANSON, NORMAN 5010 N. HIATUS ROAD 62 SUNRISE FL 33351 City SUN RISE Zip Code 3335 1 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 Signature, typed or profest earns of registered agent and little if applicable (NOTE Registered Agent signature required when reinstating) 12. 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 DELETE TITLE 1.1 TITLE Change : Addition LANSON, NORMAN NAME 1.2 NAME 5010 N. HIATUS ROAD 3487 N. HIATUS ROAD STREET ADORESS 1.3 STREET ADDRESS SUNRISE FL CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE Addition TITLE 2.1 TITLE Change LANSON, MERYL NAME 2.2 NAME 3487 N. HINTUS ROAD 5010 N. HIATUS ROAD STREET ADDRESS 2.3 STREET ADDRESS SUNRISE FL CITY-ST-ZIE 2 4 CITY-ST-ZIP DELETE Change Addition TITLE 3.1 TITLE 3 2 NAME NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4. CITY-ST-ZIP DELETE 41 TITLE Change Addition TITLE 4 2 NAME NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 44 CITY-ST-ZIP DELETE Addition TITLE 5.1 TITLE NAME 5.2 NAME

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 supplienental 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.

6.1 TITLE

6.2 NAME

5.3 STREET ADDRESS

6.3 STREET ADDRESS

6.4 C(TY - ST - Z)P

5.4 CITY - ST - ZIP

DELETE

SIGNATURE:

STREET ADDRESS

STREET ADDRESS

CITY-ST-ZIP

CITY-ST-ZIP

TITLE

NAME

4/16/98

954.747-4700

Change

Addition