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**Apr 24 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 594493 (9)

1. Corporation Name
PEEPLES CLOTHING AND SHOE STORE, INC.



Principal Place of Business
**66345 FIFTH AVENUE
ZEPHYRHILLS FL 33541**

Mailing Address
**P.O. BOX 1058
ZEPHYRHILLS FL 33539-1058
US**

3. Date Incorporated or Qualified 12/01/1978	3a. Date of Last Report 04/15/1996
4. FEI Number 59-1870345	Applied For Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 4140 COATS ROAD	27
City & State	City & State
23 Zephyrhills, Florida	28
Zip	Country
24 33541	25 PASCO
	29
	30

9. Name and Address of Current Registered Agent
**PEEPLES, ERNEST
38345 FIFTH AVE.
ZEPHYRHILLS, FLORIDA VA 33541**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	PEEPLES, ERNEST	
STREET ADDRESS	1111 COATS RD.	
CITY - ST - ZIP	ZEPHYRHILLS FL	
TITLE	VST	<input type="checkbox"/> DELETE
NAME	PEEPLES, JIMMIE	
STREET ADDRESS	1111 COATS RD.	
CITY - ST - ZIP	ZEPHYRHILLS FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PEEPLES, JIMMIE	
STREET ADDRESS	1111 COATS RD.	
CITY - ST - ZIP	ZEPHYRHILLS FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	4140 COATS ROAD
1.4 CITY - ST - ZIP	Zephyrhills, Florida 33541
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	4140 COATS ROAD
2.4 CITY - ST - ZIP	Zephyrhills, Florida 33541
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	4140 COATS ROAD
3.4 CITY - ST - ZIP	Zephyrhills, Florida 33541
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do 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: Jimmie Peeples - Jimmie Peeples Date: 4-18-97 Daytime Phone #: 813-782-2989

CR2E034 (9/96)