

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1995.
 AMOUNT DUE ON OR BEFORE 8/9/95: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375)

PROFIT CORPORATION
 ANNUAL REPORT
 1995



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

FILED
 1995 JUL 13 AM 9:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # **F9400000603 (0)**

1. Corporation Name
SWEET FACTORY, INC.

Principal Place of Business: **10943 ROSELLE STREET SAN DIEGO CA 92121**
 Mailing Address: **10943 ROSELLE STREET SAN DIEGO CA 92121**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/08/1994		3a. Date of Last Report	
4. FEI Number 33-0470773		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 checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent			
81 Name				85 Zip Code			
82 Street Address (P.O. Box Number is Not Acceptable)				84 City			
83				FL			

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNER, EDGAR F	1.2 NAME	
STREET ADDRESS	2260 CALLE FRESCOTA	1.3 STREET ADDRESS	
CITY-ST-ZIP	LA JOLLA CA 92037	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BELL, T. ROBERT	2.2 NAME	
STREET ADDRESS	14685 CALLE CARLA	2.3 STREET ADDRESS	
CITY-ST-ZIP	RANCHO SANTA FE CA 92087	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MERRICK, G. CLINTON	3.2 NAME	
STREET ADDRESS	528 FIELD POINT RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	GREENWICH CT 06830	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEYSER, GEORGE	4.2 NAME	
STREET ADDRESS	17220 CIRCA ORIENTE	4.3 STREET ADDRESS	
CITY-ST-ZIP	RANCHO SANTA FE CA 92087	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCLEWEE, JAMES B	5.2 NAME	
STREET ADDRESS	WESTON PRESIDIO CAPITAL, 40 SANSOME ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALLAGHER, GERALD R	6.2 NAME	
STREET ADDRESS	90 SOUTH SEVENTH ST., OAK INVESTMENT PART.	6.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55402	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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: *Michael Berner* Date: **7/5/95** Daytime Phone #: **619-558-6771**

CR2E034 (3/95)



FALL - 603

Sweet Factory, Inc.
OFFICERS

T. Robert Bell
President

P.O. Box 3470
Rancho Santa Fe, CA 92067
SS#: 179-40-0261
D/L#: CA U5184035

Edgar F. Berner
Chief Executive Officer

2260 Calle Frescota
La Jolla, CA 92037
SS#: 526-36-8015
D/L#: CA F0312746

John F. Hoffner
Senior Vice President
Chief Financial Officer
Assistant Secretary

4878 Drakewood Tr.
San Diego, CA 92120
SS#: 307-52-9394
D/L#: CA U1115677

Rebecca K. Olson
Vice President
Merchandising

4157 Del Mar Trails
San Diego, CA 92130
SS#: 498-58-7138
D/L#: N7798081

James G. Shennan
Secretary

75 Kilroy Way
Atherton, CA 94027
SS#: 358-34-9775

Jerry Silverman
Vice President
Real Estate

9 Arlen Road
Westport, CT 06880
SS#: 274-38-5125
D/L#: CT084633870

Michael A. Slavens
Controller

5083 Camino Playa Malaga
San Diego, CA 92124
SS#: 301-56-8073
D/L#: U5120775

Frann R. Wolfe
Vice President
Marketing

4350 N. Talmadge Drive
San Diego, CA 92116
SS#: 115-38-7360
D/L#: N2464607



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BOARD OF DIRECTORS

Mr. T. Robert Bell
14665 Calle Carla
Rancho Santa Fe, CA 92067

Mr. Edgar F. Berner
2260 Calle Frescota
La Jolla, CA 92037

Mr. Jeffrey Brotman
7917 Overlake Dr. West
Bellevue, WA 98004

Mr. Pearson C. Cummin III
Three Pickwick Plaza, N.E.
Greenwich, CT 06830

Gerald R. Gallagher
Oak Investment Partners
90 South Seventh Street
Minneapolis, MN 55402

James B. McElwee
Weston Presidio Capital
400 Sansome Street
San Francisco, CA 94111

Mr. George Peyser
17220 Circa Oriente
Rancho Santa Fe, CA 92067

Mr. Ralph R. Shaw
3438 S.W. Brentwood Dr.
Portland, OR 97201

Mr. James G. Shennan
75 Kilroy Way
Atherton, CA 94025