

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # **F94000000603 (0)**

1. Corporation Name
SWEET FACTORY, INC.



Principal Place of Business: **10343 ROSELLE STREET SAN DIEGO CA 92121**
Mailing Address: **10343 ROSELLE STREET SAN DIEGO CA 92121**

3. Date Incorporated or Qualified: **02/08/1994**
3a. Date of Last Report: **07/13/1995**
4. FEI Number: **33-0470773**
Applied For: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

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: _____
82 Street Address (P.O. Box Number is Not Acceptable): _____
83 _____
84 City: **FL** 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: _____ DATE: _____
Signature typed or printed name of registered agent and state if available. (NOTE: Registered Agent signature is not state-qualifying.)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	BERNER, EDGAR F	
STREET ADDRESS	2260 CALLE FRESCOTA	
CITY- ST- ZIP	LA JOLLA CA 92037	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BELL, T. ROBERT	
STREET ADDRESS	14665 CALLE CARLA	
CITY- ST- ZIP	RANCHO SANTA FE CA 92067	
TITLE	VPM	<input type="checkbox"/> DELETE
NAME	OLSON, REBECCA K	
STREET ADDRESS	4157 DEL MAR TRAILS	
CITY- ST- ZIP	SAN DIEGO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SHENNAN, JAMES G	
STREET ADDRESS	75 KILROY WAY	
CITY- ST- ZIP	ATHERTON CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCELWEE, JAMES B	
STREET ADDRESS	WESTON PRESIDIO CAPITAL, 40 SANSOME ST.	
CITY- ST- ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GALLAGHER, GERALD R	
STREET ADDRESS	90 SOUTH SEVENTH ST., OAK INVESTMENT PART.	
CITY- ST- ZIP	MINNEAPOLIS MN 55402	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY- ST- ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY- ST- ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY- ST- ZIP	
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	

SEE ATTACHED FOR ADDITIONAL OFFICERS & DIRECTORS

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 119.07(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 change) or on an attachment with an address.

SIGNATURE: *Michael A. Slavens* **MICHAEL A. SLAVENS**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/26/96 (619) 558-6771
DATE

CR2E034 (12/95)



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Sweet Factory, Inc.
OFFICERS

T. Robert Bell
Chief Executive Officer
President

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

Edgar F. Berner
Chairman of Board

1230 Inspiration Drive
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
1230 Inspiration Drive
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