

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

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**May 02 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000000603 (0)**  
 1. Corporation Name  
**SWEET FACTORY, INC.**



Principal Place of Business <b>10343 ROSELLE STREET SAN DIEGO CA 92121</b>	Mailing Address <b>10343 ROSELLE STREET SAN DIEGO CA 92121-1501</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/08/1994</b>	3a. Date of Last Report <b>04/04/1996</b>
21	26	4. FEI Number <b>33-0470773</b>		Applied For Not Applicable	
22. Suite, Apt #, etc.		27. Suite, Apt #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24. Zip	25. Country	29. Zip	30. Country	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 <b>CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
81. Name				85. Zip Code	
82. Street Address (P.O. Box Number is Not Acceptable)				FL	
83.					
84. City					

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 printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BERNER, EDGAR F</b>	1.2 NAME	<b>See attached list for additional officers + Director</b>
STREET ADDRESS	<b>2280 CALLE FRESCOTA</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LA JOLLA CA 92037</b>	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	<b>BELL, T. ROBERT</b>	2.2 NAME	<b>VP Merchandising + Marketing Narah Morley 1229 Via Tejeto San Diego, CA 92130</b>
STREET ADDRESS	<b>14665 CALLE CARLA</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>RANCHO SANTA FE CA 92067</b>	2.4 CITY-ST-ZIP	
TITLE	VPM <input checked="" type="checkbox"/> DELETE	3.1 TITLE	
NAME	<b>OLSON, REBECCA K</b>	3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	<b>4157 DEL MAR TRAILS</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN DIEGO CA</b>	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	<b>SHENNAN, JAMES G</b>	4.2 NAME	
STREET ADDRESS	<b>75 KILROY WAY</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATHERTON CA</b>	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCELWEE, JAMES B</b>	5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	<b>WESTON PRESIDIO CAPITAL, 40 SANSOME ST.</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN FRANCISCO CA 94111</b>	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	<b>GALLAGHER, GERALD R</b>	6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	<b>90 SOUTH SEVENTH ST., OAK INVESTMENT PART.</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MINNEAPOLIS MN 55402</b>	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: *M. Morley* **4/25/97 (619) 558-6771**  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)



**Sweet Factory, Inc.**  
**OFFICERS**

***T. Robert Bell***  
**Chief Executive Officer**  
**President**  
14665 Calle Carla  
Bonito 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

***Norah Morley***  
**Senior Vice President**  
**Merchandising & Marketing**

12729 Via Terceto  
San Diego, CA 92130  
SS#: 562-92-6009  
D/L#: 24211515

***James G. Shennan***  
**Secretary**

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

***Jerry B. Silverman***  
**Vice President**  
**Real Estate**  
2640 Caminito Carino  
La Jolla, CA 92037  
SS#: 274-38-5125  
D/L#: B6598809

***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

***Sam Schapiro***  
**Assistant Vice President**  
**Candy Purchasing**  
8273 Caminito Lacayo  
La Jolla, CA 92037  
SS#: 061-38-5617  
D/L#: S160-780-50-460-0



**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