

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

**FILED**  
**Mar 11 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</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</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/08/1994</b>	
21		26		4. FEI Number <b>33-0470773</b>	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>CT CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BERNER, EDGAR F</b>	1.2 NAME	
STREET ADDRESS	<b>2280 CALLE FRESCOTA</b>	1.3 STREET ADDRESS	<i>Fixed</i>
CITY-ST-ZIP	<b>LA JOLLA CA 92037</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BELL, T. ROBERT</b>	2.2 NAME	
STREET ADDRESS	<b>14885 CALLE CARLA</b>	2.3 STREET ADDRESS	<i>(See attached)</i>
CITY-ST-ZIP	<b>RANCHO SANTA FE CA 92067</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MORLEY, NORAH</b>	3.2 NAME	
STREET ADDRESS	<b>12729 VIA TERCETO</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SAN DIEGO CA</b>	3.4 CITY-ST-ZIP	
TITLE	<b>S</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<b>D</b> <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCELWEE, JAMES B</b>	5.2 NAME	
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	<b>D</b> <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GALLAGHER, GERALD R</b>	6.2 NAME	
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 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: *[Signature]* 2/23/98 (619) 518-6771

CR2E034 (10/97)



**SWEET FACTORY, INC.  
BOARD OF DIRECTORS**

***T. Robert Bell***  
14665 Calle Carla  
Rancho Santa Fe, CA 92067  
SS#: 179-40-0261  
D/L#: CA U5184035

***John F. Hoffner***  
4878 Drakewood Terrace  
San Diego, CA 92120  
SS#: 307-52-9394  
D/L#: CA U1115677

***Norah Morley***  
1279 Via Terceto  
San Diego, CA 92130  
SS#: 562-92-6009  
D/L#: 24211515



**SWEET FACTORY, INC.  
OFFICERS**

***T. Robert Bell***  
**President**  
**Chief Executive Officer**

14665 Calle Carla  
Rancho Santa Fe, CA 92067  
SS#: 179-40-0261  
D/L#: CA U5184035

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

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

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

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

***Michael A. Slavens***  
**Treasurer**

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