

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

PROFIT CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

**FILED**  
**Mar 23, 1999 8:00 am**  
**Secretary of State**

03-23-1999 90045 046 \*\*\*150.00

0551820

DOCUMENT # F94000000603

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified	02/08/1994
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 owes the current year intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

2. Principal Place of Business	2a. Mailing Address
21 90 Archibald Candy Corp.	26 90 Archibald Candy Corp
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 1137 West Jackson Blvd	27 1137 West Jackson Blvd
City & State -	City & State
23 Chicago IL	28 Chicago, IL
Zip Country	Zip Country
24 60607 25	29 60607 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BELL, T. ROBERT	
STREET ADDRESS	14665 CALLE CARLA	
CITY-ST-ZIP	RANCHO SANTA FE CA 92067	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	MORLEY, NORAH	
STREET ADDRESS	12729 VIA TERCETO	
CITY-ST-ZIP	SAN DIEGO CA	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	See Attached Lists
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
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	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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, with all other like empowered.

SIGNATURE: \_\_\_\_\_ SIGNATURE REQUIRED  
Date: 3-4-99 Daytime Phone #: 312-432-3372

CRZE034 (11/98)

254369-96045-46  
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**Sweet Factory Inc.**  
**List of Officers**

**Thomas H. Quinn**  
**Chief Executive Officer**  
1751 Lake Cook Road  
Deerfield, IL 60015  
847-945-5591

**Ted A. Shepherd**  
**President**  
**Chief Operating Officer**  
1137 W. Jackson Blvd.  
Chicago, IL 60607  
312-432-3409

**Adam E. Max**  
**Vice President**  
**Assistant Secretary**  
**Assistant Treasurer**  
767 5th Avenue, 48th Fl.  
New York, NY 10153  
212-755-9710

**Donna M. Snopek**  
**Vice President-Finance**  
**and Accounting**  
**Secretary**  
1137 W. Jackson Blvd.  
Chicago, IL 60607  
312-432-3214

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**Sweet Factory Inc.  
Board of Directors**

**John W. Jordan II**  
Jordan Industries, Inc  
Hancock Building  
875 N. Michigan Avenue  
Chicago, IL 60611

**Thomas H. Quinn**  
Jordan Industries, Inc.  
Arborlake Center, Suite 550  
1751 Lake Cook Road  
Deerfield, IL 60015

**Adam E. Max**  
The Jordon Company  
767 5th Avenue, 48th Floor  
New York, NY 10019

**Brandt Binder**  
TCW Special Placements Fund III  
0/0 Trust Company of the West  
Representative Office  
200 Park Avenue, Suite 2200  
New York, NY 10166-0228

**Jeffery Rosen**  
O'Melveny & Myers  
153 East 53rd Street  
New York, NY 10022

254369-90045-46  
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## ARCHIBALD CANDY CORPORATION OFFICERS

**Thomas H. Quinn**  
**Chairman of the Board**  
**Chief Executive Officer**  
1751 Lake Cook Road  
Deerfield, IL 60015  
847-945-5591

**Ted A. Shepherd**  
**President**  
**Chief Operating Officer**  
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**and Accounting**  
**Secretary**  
1137 W. Jackson Blvd.  
Chicago, IL 60607  
312-432-3214

**Alan W. Petrik**  
**Vice President**  
1137 W. Jackson Blvd.  
Chicago, IL 60607  
312-432-3214

**Debra M. Marthaler**  
**Assistant Secretary**  
**Assistant Treasurer**  
1137 W. Jackson Blvd  
Chicago, IL 60607  
312-432-3214

**Joseph A. Walsh**  
**Assistant Secretary**  
**Assistant Treasurer**  
1137 W. Jackson Blvd  
Chicago, IL 60607  
312-432-3214